



TCL 多媒體科技控股有限公司

TCL MULTIMEDIA TECHNOLOGY HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1070)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of TCL Multimedia Technology Holdings Limited (“Company”) will be held at Hennessy Room, 7th Floor, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 27 February 2006, Monday at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions (with or without modification):

ORDINARY RESOLUTIONS

1. **“THAT**

- (a) the authorized share capital of the Company be increased from HK\$500,000,000 divided into 5,000,000,000 shares of HK\$0.10 each (“Shares”) to HK\$800,000,000 divided into 8,000,000,000 Shares by the creation of an additional 3,000,000,000 Shares (“Capital Increase”); and
- (b) any one director of the Company be and is hereby authorized for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things as he may deem necessary or desirable for or in connection with the completion of the Capital Increase and the matters contemplated thereunder.”

2. **“THAT**

- (a) the Master Sourcing Agreement (as defined in the circular of TCL Multimedia Technology Holdings Limited (“Company”) dated 10 February 2006 (“Circular”)) (a copy of the advanced draft of which has been produced to the meeting and marked “A” and initialed by the chairman of the meeting for the purpose of identification), the terms of and the transactions contemplated thereunder and the proposed annual caps in relation to such transactions for each of the three financial years ending 31 December 2006, 2007 and 2008 as set out in the Circular (a copy of which has been produced to the meeting and marked “B” and initialed by the chairman of the meeting for the purpose of identification) be and are hereby approved, ratified and confirmed; and
- (b) any one director of the Company, or any two directors of the Company if the affixation of the common seal of the Company is necessary, be and is/are hereby authorized for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/them to be incidental to, ancillary to or in connection with the the Master Sourcing Agreement and/or transactions contemplated thereunder.”

3. **“THAT**

- (a) the Master Supply Agreement (as defined in the circular of TCL Multimedia Technology Holdings Limited (“Company”) dated 10 February 2006 (“Circular”)) (a copy of the advanced draft of which has been produced to the meeting and marked “C” and initialed by the chairman of the meeting for the purpose of identification), the terms of and the transactions contemplated thereunder and the proposed annual caps in relation to such transactions for each of the three financial years ending 31 December 2006, 2007 and 2008 as set out in the Circular (a copy of which has been produced to the meeting and marked “B” and initialed by the chairman of the meeting for the purpose of identification) be and are hereby approved, ratified and confirmed; and

(b) any one director of the Company, or any two directors of the Company if the affixation of the common seal of the Company is necessary, be and is/are hereby authorized for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/them to be incidental to, ancillary to or in connection with the Master Supply Agreement and/or transactions contemplated thereunder.”

4. **“THAT**

Mr. Alastair Kenneth Ruskin Campbell be and is hereby re-elected as an executive director of TCL Multimedia Technology Holdings (“Company”) to hold office on terms in accordance with the articles of association of the Company.”

5. **“THAT**

Mr. Didier Trutt be and is hereby re-elected as an executive director of TCL Multimedia Technology Holdings (“Company”) to hold office on terms in accordance with the articles of association of the Company.”

By order of the Board
Li Dong Sheng
Chairman

Hong Kong, 10 February 2006

As at the date of this notice, the Board comprises Li Dong Sheng, Zhao Zhong Yao, Lu Zhong Li, Hu Qiu Sheng, Yan Yong, Alastair Kenneth Ruskin Campbell and Didier Trutt as executive directors, Albert Thomas da Rosa, Junior as non-executive director and Hon Fong Ming, Wang Bing and Tang Guliang as independent non-executive directors.

Notes:

- (1) A member who is holder of two or more shares, and who is entitled to attend and vote at the meeting, is entitled to appoint more than one proxy to attend and vote on his/her behalf. A proxy need not be a member of the Company. Completion and return of the form of proxy will not preclude a member from attending the meeting and voting in person. In such event, his/her form of proxy will be deemed to have been revoked.
- (2) In order to be valid, the form of proxy together with the power of attorney, if any, under which it is signed, or a notarially certified copy of such power or authority must be deposited at the principal place of business of the Company in Hong Kong at 13th Floor, TCL Tower, 8 Tai Chung Road, Tsuen Wan, New Territories, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof.
- (3) A form of proxy for use at the meeting is enclosed with the circular of the Company dated 10 February 2006.
- (4) In accordance with Chapter 14A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), TCL Corporation and its associates (as defined in the Listing Rules) are required to abstain from voting on the ordinary resolutions Nos. 2 and 3 and voting on such resolutions will be conducted by way of poll.
- (5) The register of members of the Company will be closed on 27 February 2006, for the purpose of determining the entitlements of the Shareholders to attend and vote at the meeting. No transfer of the Shares may be registered on that day. In order to qualify for the aforesaid entitlements, all transfers must be lodged with the Company’s branch share registrar in Hong Kong, Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, by no later than 4:30 p.m. on 24 February 2006.

*Please also refer to the published version of this announcement in **South China Morning Post**.*