



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 11:00 a.m. on 18 August 2005 at Chatham Room, 7/F, Conrad Hotel, Pacific Place, 88 Queensway, Hong Kong for the purpose of considering and, if thought fit, passing the following resolutions (with or without modification):

ORDINARY RESOLUTION

1. **“THAT**

- (a) the Transfer Agreements (as defined in the circular of TCL Multimedia Technology Holdings Limited (“Company”) dated 2 August 2005 (“Circular”)) (a copy of which has been produced to the meeting and marked “A” and initialed by the chairman of the meeting for the purpose of identification) and the Related Agreements (as defined 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) and the transactions contemplated thereunder and the implementation thereof 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 matters contemplated in the Transfer Agreements and/or the Related Agreements.”

2. **“THAT** conditional upon the passing of resolution No. 1 set out in the notice of extraordinary general meeting of TCL Multimedia Technology Holdings Limited (“Company”) dated 2 August 2005, the Annual Caps (as defined in the Company’s circular dated 2 August 2005 (“Circular”)) in relation to the Continuing Connected Transactions (as defined in the Circular) be and are hereby approved.”

By order of the Board

Li Dong Sheng

Chairman

Hong Kong, 2 August 2005

As at the date of this notice, the Board comprises Li Dong Sheng, Zhao Zhong Yao, Lu Zhong Li, Hu Qiu Sheng and Yan Yong 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.
- (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"), Thomson and its associates (as defined in the Listing Rules) are required to abstain from voting on the above ordinary resolutions and voting on such resolutions will be conducted by way of poll.
- (5) The register of members of the Company will be closed from on 18 August 2005, 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 Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, by no later than 4:00 p.m. on 17 August 2005.

Please also refer to the published version of this announcement in (South China Morning Post)