



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 Salon 2 & 3, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Admiralty, Hong Kong on 15 February 2007 at 10:00 a.m. for the purposes of considering and, if thought fit, passing the following resolutions (with or without modification):

ORDINARY RESOLUTIONS

1. “**THAT** the proposed caps for the three years ending 31 December 2009 in respect of the transactions under the Thomson preferred supplier agreement dated 30 July 2004 entered into between Thomson S.A. and TTE Corporation set out in the circular dated 29 January 2007 are hereby approved, ratified and confirmed.”
2. “**THAT** the proposed caps for the three years ending 31 December 2009 in respect of the transactions under the TCL trademark license agreement dated 30 July 2004 entered into between TCL Corporation and TTE corporation set out in the circular dated 29 January 2007 are hereby approved, ratified and confirmed.”
3. “**THAT** the proposed caps for the three years ending 31 December 2009 in respect of the transactions under the TCL preferred supplier agreement dated 30 July 2004 entered into between TCL Corporation and TTE Corporation set out in the circular dated 29 January 2007 are hereby approved, ratified and confirmed.”
4. “**THAT** (i) the supplemental agreement dated 5 January 2007 to the master overseas supply agreement dated 29 December 2004 entered into between TCL Corporation and the Company (the “Master Overseas Supply Agreement”) (a copy of the agreement has been produced to this meeting and marked “A” and initialed by the Chairman of this meeting for the purpose of identification) be and is hereby approved, ratified, and confirmed and any director of the Company be and is hereby authorised to take such action, do such things and execute such further documents or deed, as such director may, in his opinion, deem necessary or desirable for the purpose of implementing or giving effect to the said supplemental agreement; and (ii) the proposed caps for the three years ending 31 December 2009 in respect of the transactions under the Master Overseas Supply Agreement (as amended by the supplemental agreement to it) set out in the circular dated 29 January 2007 are hereby approved, ratified and confirmed.”
5. “**THAT** (i) the master logistics service supply agreement dated 5 January 2007 entered into between Shenzhen Speed Distribution Platform Co., Ltd (深圳速必達商務服務有限公司) and the Company (the “Master Logistics Service Supply Agreement”) and the master call centre services supply agreement dated 5 January 2007 entered into between TCL Corporation and the Company (the “Master Call Centre Services Supply Agreement”) set out in the circular dated 29 January 2007 (copies of these two agreements have been produced to this meeting and marked “B” and “C” respectively and initialed by the Chairman of this meeting for the purpose of identification), the terms of and the transactions contemplated thereunder be and are hereby approved, ratified, and confirmed and any director of the Company be and is hereby authorized to take such action, do such things and execute such further documents or deeds as such director may, in his opinion, deem necessary or desirable for the purpose of implementing or giving effect to the Master Logistics Service Supply Agreement and the Master Call Centre Services Supply Agreement; and (ii) the proposed caps for the three years ending 31 December 2009 in respect of the transactions under the Master Logistics Service Supply Agreement and the Master Call Centre Services Supply Agreement set out in the circular dated 29 January 2007 are hereby approved, ratified and confirmed.”
6. “**THAT** subject to and conditional on the Listing Committee of The Stock Exchange of Hong Kong Limited (“Listing Committee”) granting approval of the listing of, and permission to deal in, the shares to be issued pursuant to the exercise of options which may be granted under the new share option scheme (“New Option Scheme”), a copy of which has been produced to this meeting marked “D” for the purpose of identification, the terms of the New Option Scheme be and are hereby approved and adopted and that each and every director of the Company (the “Directors”) be and is hereby authorized to grant options thereunder, to subscribe for the shares in the Company (“Shares”) and to allot, issue, distribute and deal with the Shares pursuant to the exercise of options granted under the New Option Scheme and to execute such documents and take all such steps and do all such acts and enter into all such transactions and arrangements as may be necessary or desirable to implement the New Options Scheme in accordance with the terms specified therein and subject to the terms of the New Option Scheme the Directors may vote in respect of any resolution under or affecting the New Option Scheme notwithstanding any interest of any of the Directors thereunder (including his own interest).”
7. “**THAT** Mr. Shi Wanwen be and is hereby elected as an executive director of the Company and the board of directors of the Company (the “Board”) be and is hereby authorised to fix his remuneration.”
8. “**THAT** Mr. Yuan Bing be and is hereby elected as an executive director of the Company and the Board be and is hereby authorised to fix his remuneration.”
9. “**THAT** Mr. Robert Maarten Westerhof be and is hereby elected as an independent non-executive director of the Company to serve until the conclusion of the annual general meeting of the Company to be held in 2008 and the Board be and is hereby authorised to fix his remuneration.”

By order of the Board
Li Dongsheng
Chairman

Hong Kong, 29 January 2007

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 29 January 2007.
- (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"), the voting on ordinary resolutions numbered 1 to 5 will be conducted by way of poll. Thomson and its associates (as defined in the Listing Rules) are required to abstain from voting in respect of the resolution no. 1. TCL Corporation and its associates (as defined in the Listing Rules) are required to abstain from voting in respect of the resolution nos. 2 to 5.
- (5) The register of members of the Company will be closed on 15 February 2007, for the purposes of determining the entitlements of the members of the Company to attend and vote at the meeting. No transfer of the shares of the Company 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 14 February 2007.
- (6) As at the date of this notice, the board of Directors comprises Li Dongsheng, Lu Zhongli, Wang Kangping, Shi Wanwen and Yuan Bing as executive directors, Albert Thomas da Rosa, Junior, Alastair Kenneth Ruskin Campbell and Didier Trutt as non-executive directors, and Tang Guliang, Wang Bing and Robert Maarten Westerhof as independent non-executive directors.

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