



TCL Multimedia Technology Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1070)

NOTICE OF EGM

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of the Company will be held at Gloucester Room, 2nd Floor, Mandarin Oriental Hong Kong, 5 Connaught Road, Central, Hong Kong on 21 June 2007 at 2:30 p.m. Hong Kong for the purpose of considering and, if though fit, passing the following resolutions, with or without amendment, as ordinary resolutions:

ORDINARY RESOLUTIONS

1. **“THAT** the waiver (the “Whitewash Waiver”) granted or to be granted by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission pursuant to Note 1 on Dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers waiving any obligation on the part of T.C.L. Industries Holdings (H.K.) Limited and parties acting in concert with it, to make a general offer for all the securities of the Company not already owned or agreed to be acquired by them as a result of the Rights Issue (as defined in the circular of the Company dated 5 June 2007 (the “Circular”) of which this notice of the Extraordinary General Meeting forms a part) and any Rights Shares (as defined in the Circular) to be taken up under the Underwriting Agreement (as defined in the Circular) and the transactions contemplated therein, be and is hereby approved and any director of the Company be and is hereby authorized to do all such things and take all such action as he may consider to be necessary or desirable to give effect to any of the matters relating to, or incidental to, the Whitewash Waiver.”
2. **“THAT** the authorized share capital of the Company be increased from HK\$800,000,000 divided into 8,000,000,000 shares of HK\$0.10 each (“Shares”) to HK\$2,200,000,000 divided into 22,000,000,000 Shares of HK\$0.10 each by the creation of an additional 14,000,000,000 Shares of HK\$0.10 each (“Capital Increase”) and 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.”
3. **“THAT** (a) the issue of convertible bonds (the “Convertible Bonds”) in an aggregate principal amount of US\$140 million, the terms and conditions of which are set out in the Purchase Agreement (as defined in the Circular, a copy of the agreement has been produced to the meeting and marked “A” and initialed by the chairman of the meeting for the purpose of identification) and the transactions contemplated under the Purchase Agreement be and are hereby approved and (b) the directors of the Company be and are hereby authorized to execute such documentation and take such actions on behalf of the Company as they may consider necessary to complete and give effect to the transactions contemplated under the Purchase Agreement and to issue the Convertible Bonds and to allot and issue from time to time and in accordance with the said terms and conditions such number Shares as may be required to be allotted and issued to the holder(s) of Convertible Bonds, upon exercise of the conversion rights attached to the Convertible Bonds.”

By order of the Board
Li Dongsheng
Chairman

Hong Kong, 5 June 2007

Notes:

1. The Hong Kong Branch Register of Members of the Company will be closed from 18 June 2007 to 21 June 2007 (both days inclusive), on which date no transfers of Shares will be registered. In order to be eligible to attend and vote at the Extraordinary General Meeting to be held on 21 June 2007, all transfers accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not later than 4:00 p.m. on 15 June 2007.

2. A member of the Company who is a holder of two or more Shares, and who is entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint more than one proxy or a duly authorised corporate representative to attend and vote in his stead. A proxy need not be a member of the Company. Completion and return of the form of proxy will not preclude a member of the Company from attending the Extraordinary General Meeting and vote in person. In such event, his form of proxy will be deemed to have been revoked.
3. A form of proxy for the Extraordinary General Meeting is enclosed to the notice of Extraordinary General Meeting. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the branch share registrar of the Company in Hong Kong, Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the Extraordinary General Meeting or any adjournment thereof.
4. T.C.L. Industries Holdings (H.K.) Limited and parties acting in concert with it and shareholders of the Company who are involved in or interested in the Whitewash Waiver, the Rights Issue and the Underwriting Agreement will abstain from voting in respect of the ordinary resolution no. 1 above.

As at the date of this notice, the Board is composed of Li Dongsheng, Lu Zhongli, Wang Kangping, Shi Wanwen and Yuan Bing as executive directors, Albert Thomas da Rosa, Junior as non-executive director, 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.