



## TCL MULTIMEDIA TECHNOLOGY HOLDINGS LIMITED

(TCL多媒體科技控股有限公司)

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 01070)

### NOTICE OF THE EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of **TCL MULTIMEDIA TECHNOLOGY HOLDINGS LIMITED** (the “**Company**”) will be held at Salon I & II, Mezzanine Level, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong at 4:30 p.m. on Tuesday, 15 July 2008 for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company:

#### ORDINARY RESOLUTIONS

1. “**THAT** the execution of the subscription agreements (the “**Subscription Agreements**”) dated 30 May 2008 and entered into between the Company and the Subscribers (as defined in the circular of the Company dated 27 June 2008), respectively, in relation to the subscription of 4,386,432,755 shares of HK\$0.10 each in the share capital of the Company (the “**Subscription Shares**”) at a price of HK\$0.275 per Subscription Share (the “**Subscription**”), a copy of each of the Subscription Agreements has been produced to the meeting marked “A” and initialed by the chairman of the meeting for identification purpose and the Subscription and the performance by the Company thereof and the transactions contemplated thereby be and are hereby confirmed, ratified and approved; and that any one or more of the Directors be and are hereby authorized to sign or execute such other documents or supplemental agreements or deeds on behalf of the Company and to do all such things and take all such actions as he or they may consider necessary or desirable for the purpose of giving effect to the Subscription Agreements and completing the transactions contemplated by the Subscription Agreements with such changes as any such Director(s) may consider necessary, desirable or expedient.”

2. “**THAT** conditional upon the ordinary resolution no.1 contained in this notice of the Extraordinary General Meeting of which this resolution forms part being approved, the execution of the assignment agreement (the “**Assignment Agreement**”) dated 30 May 2008 and entered into between the Company and T.C.L. Industries Holdings (H.K.) Limited, in relation to the assignment of the loans in the aggregate amount of HK\$ HK\$117,524,522.3 due and payable by TCL Holdings (BVI) Limited and TCL International Electronics (BVI) Limited, each a wholly owned subsidiary of the Company, by T.C.L. Industries Holdings (H.K.) Limited to the Company, at a consideration by the issue and allotment of 427,361,899 shares of HK\$0.10 each in the share capital of the Company (the “**Consideration Shares**”) at a price of HK\$0.275 per Consideration Share (the “**Assignment of Loan**”), a copy of the Assignment Agreement has been produced to the meeting marked “B” and initialed by the chairman of the meeting for identification purpose and the Assignment of Loan and the performance by the Company thereof and the transactions contemplated thereby be and are hereby confirmed, ratified and approved; and that any one or more of the Directors be and are hereby authorized to sign or execute such other documents or supplemental agreements or deeds on behalf of the Company and to do all such things and take all such actions as he or they may consider necessary or desirable for the purpose of giving effect to the Assignment Agreement and completing the transactions contemplated by the Assignment Agreement with such changes as any such Director(s) may consider necessary, desirable or expedient.”
3. “**THAT** conditional upon the ordinary resolution nos. 1 and 2 contained in this notice of the Extraordinary General Meeting of which this resolution forms part being approved, the waiver for T.C.L. Industries Holdings (H.K.) Limited and its parties acting in concert from the obligations which may arise under Rule 26 of the Hong Kong Code on Takeovers and Mergers promulgated by the Securities and Futures Commission to make a general offer for all the shares of the Company not already owned or agreed to be acquired by them as a result of the completion of the Subscription (as defined in the ordinary resolution no. 1 contained in this notice of the Extraordinary General Meeting of which this resolution forms part) and the Assignment of Loan (as defined in the ordinary resolution no. 2 contained in this notice of the Extraordinary General Meeting of which this resolution forms part) be and is hereby approved.”
4. “**THAT** conditional upon the ordinary resolutions nos. 1 and 3 contained in this notice of the Extraordinary General Meeting of which this resolution forms part being approved and becoming unconditional and effective, the Directors be and are hereby authorized to issue and allot 4,386,432,755 shares of HK\$0.10 each in the share capital of the Company to the Subscribers (or to such other person or persons as they may nominate) upon the completion of the Subscription (as defined in the ordinary resolution no. 1 contained in this notice of the Extraordinary General Meeting of which this resolution forms part) pursuant to the terms of the Subscription Agreements (as defined in the ordinary resolution no. 1 contained in this notice of the Extraordinary General Meeting of which this resolution forms part).”

5. “**THAT** conditional upon the ordinary resolutions nos. 2 and 3 contained in this notice of the Extraordinary General Meeting of which this resolution forms part being approved and becoming unconditional and effective, the Directors be and are hereby authorized to issue and allot 427,361,899 shares of HK\$0.10 each in the share capital of the Company to T.C.L. Industries Holdings (H.K.) Limited (or to such other person or persons as it may nominate) upon the completion of the Assignment of Loan (as defined in the ordinary resolution no. 2 contained in this notice of the Extraordinary General Meeting of which this resolution forms part) pursuant to the terms of the Assignment Agreement (as defined in the ordinary resolution no. 2 contained in this notice of the Extraordinary General Meeting of which this resolution forms part).”

By order of the Board  
**TCL MULTIMEDIA TECHNOLOGY HOLDINGS LIMITED**  
**Li Dongsheng**  
*Chairman*

Hong Kong, 27 June 2008

*Principal place of business:*

13th Floor  
TCL Tower  
8 Tai Chung Road  
Tsuen Wan New Territories  
Hong Kong

*Notes:*

1. The Hong Kong branch register of members of the Company will be closed on Tuesday, 15 July 2008, on which no transfers of Shares will be registered. In order to be eligible to attend and vote at the EGM to be held on Tuesday, 15 July 2008, all transfers accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 14 July 2008.
2. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
3. A form of proxy for use at the meeting is enclosed. To be valid, the form of proxy, together with the notarially certified power of attorney or other authority (if any) under which it is signed must be lodged at the Company’s Hong Kong branch share registrar, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wan Chai, Hong Kong as soon as possible and in any event, not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof.

4. Where there are joint holders of any share, any one of such holders may vote at the meeting, either in person or by proxy, in respect of such shares as if he were solely entitled to vote, but if more than one of such joint holders be present at the meeting in person or by proxy, the person so present whose name stands first in the register of members of the Company in respect of such share shall alone be entitled to vote in respect of it.
5. Completion and return of the form of proxy will not preclude a member from attending the meeting and voting in person at the meeting or any adjournment thereof if he so desires. If a member attends the meeting after having deposited the form of proxy, his form of proxy will be deemed to have been revoked.
6. The votes to be taken at the meeting for all resolutions no. 1 to 5 will be by way of poll.

*As at the date of this notice, the Board comprises Li Dongsheng, Leong Yue Wing, Yuan Bing, Shi Wanwen, Wang Kangping and Lu Zhongli as executive directors, Albert Thomas da Rosa, Junior as non-executive director and Tang Guliang, Robert Maarten Westerhof and Wu Shihong as independent non-executive directors.*