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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)

**SEEKING FOR SHAREHOLDERS' SANCTION FOR
CONDITIONAL SPECIAL INTERIM DIVIDEND
BY WAY OF DISTRIBUTION IN SPECIE**

Financial Adviser to the Company



BNP PARIBAS
CORPORATE & INVESTMENT BANKING

Reference is made to the Company's announcements dated 22 February 2013, 19 April 2013, 28 June 2013 and 3 July 2013 (the "**Spin-off Announcements**") regarding the Proposed Spin-Off and separate listing of Tonly Holdings (currently a wholly-owned subsidiary of the Company) on the Main Board of the Stock Exchange. Terms defined in the Spin-off Announcements have the same meanings when used in this announcement, unless stated otherwise.

Pursuant to Practice Note 15 to the Listing Rules, the Company is required to provide the Shareholders with an assured entitlement to Tonly Shares. The Board will fulfill the assured entitlement requirement in Practice Note 15 to the Listing Rules by declaring a conditional special interim dividend (the "**Special Dividend**") on the Shares in accordance with the Articles of Association and the Companies Law of Cayman Islands and satisfying such dividend by way of a distribution in specie ("**Distribution in Specie**").

Article 145(c) of the Articles of Association empowers the Board to declare and pay special dividends on the Shares from time to time. Article 152 of the Articles of Association provides that the Board, with the sanction of the Company's members in general meeting, may direct that any dividend be satisfied wholly or in part by the distribution of specific assets of any kind and in particular of paid up shares of any other company.

Reference is made to the announcement issued by the Company on 15 July 2013 in relation to the declaration of the Special Dividend, which is in the proportion of one Tonly Shares for every ten Shares held by Shareholders as at the close of business on the relevant distribution record date. Fractional entitlements will not be allotted to the Shareholders but will be aggregated and sold and the sale proceeds after deduction of related expenses will be retained by and for the benefit of Tonly Holdings. Such distribution is conditional upon, inter alia, the sanction by the Shareholders. The Company shall seek Shareholders' sanction so that the Board could satisfy the Special Dividend by way of the Distribution in Specie.

The Company will convene the EGM (expected to be held on 1 August 2013), at which an ordinary resolution will be proposed for the purposes of considering and if thought fit, approving the proposed Distribution in Specie. The voting at such meeting will be taken on a poll and the Company will make an announcement of the poll results. The Company expects the notice of the EGM and the circular giving further information on the proposed Distribution in Specie are expected to be despatched to the Shareholders on or about 17 July 2013.

The Proposed Spin-Off is also subject to, among other things, the final decisions of the Board and the board of directors of Tonly Holdings. There is no assurance that the Proposed Spin-Off and the permission to deal in the Tonly Shares on the Main Board will take place or be granted, or as to when it may take place or be granted. Further announcement(s) will be made by the Company in relation to the Proposed Spin-Off as and when appropriate. If the Proposed Spin-Off does not proceed for any reason, the proposed Distribution in Specie of Tonly Shares will not be made.

Shareholders and potential investors should exercise caution when dealing in or investing in the securities of the Company.

By Order of the Board
LI Dongsheng
Chairman

Hong Kong, 15 July 2013

As at the date of this announcement, the Board comprises LI Dongsheng, ZHAO Zhongyao and YU Guanghui as executive directors, Albert Thomas DA ROSA, Junior, HUANG Xubin, BO Lianming and YAN Xiaolin as non-executive directors, TANG Guliang, Robert Maarten WESTERHOF, WU Shihong and TSENG Shieng-chang Carter as independent non-executive directors and HAO Yi as alternate director to ZHAO Zhongyao.