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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)

NOTICE OF EGM

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of TCL Multimedia Technology Holdings Limited (the “Company”) will be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Thursday, 1 August 2013, at 4:30 p.m., to consider and, if thought fit, pass the following ordinary resolutions (with or without modifications):

ORDINARY RESOLUTIONS

1. **“THAT**

- (a) the Non-Competition Arrangement (including the Second Variation Deed (2013) and Deed of Non-Competition (Tonly), both as defined in the circular of the Company dated 17 July 2013) be and are hereby approved, confirmed and ratified; and
- (b) any director of the Company be and is hereby authorised to sign or execute such other documents or supplemental agreements or deeds or take such action, do such things, as such director may in his opinion consider necessary or desirable for the purpose of implementing or giving effect to the Deed of Non-Competition (Tonly) and the Second Variation Deed (2013) and completing the transactions contemplated by the Deed of Non-Competition (Tonly) and the Second Variation Deed (2013) with such changes as such director may consider necessary, desirable or expedient.”⁽¹⁾

2. “**THAT** as the Company’s board of directors declared, in accordance with the Company’s Articles of Association and the Companies Law of Cayman Islands, a special dividend on the shares of the Company in relation to the proposed spin-off of Tonly Holdings for a separate listing on Main Board of the Stock Exchange, the satisfaction of such dividend wholly by way of distribution of such amount of the Company’s interest in Tonly Holdings (“Distribution in Specie”) be and is hereby approved and **THAT** the directors of the Company be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient to implement and administer the Distribution in Specie.”⁽²⁾

3. “**THAT** Mr. YAN Xiaolin be and is elected as a non-executive director of the Company until the conclusion of the annual general meeting of the Company of 2016.”

By Order of the Board
Li Dongsheng
Chairman

Hong Kong, 16 July 2013

Notes:

1. Unless stated otherwise, terms used in the resolution shall have the same meanings as those used in the announcement of the Company, dated 15 July 2013, and titled “Connected Transaction – Non-Competition Arrangement for Implementation of the Proposed Spin-Off and Separate Listing of Tonly Holdings on the Main Board of The Stock Exchange of Hong Kong Limited”.
2. Unless stated otherwise, terms used in this resolution shall have the same meanings as those used in the announcement of the Company dated 15 July 2013, and titled “Seeking for Shareholders’ Sanction for Conditional Special Interim Dividend by way of Distribution in Specie”.
3. Please refer to the circular of the Company (to be issued on 17 July 2013) for details and background of the proposed resolutions set out herein.
4. A member of the Company 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.
5. A form of proxy for the EGM is enclosed to the notice of the EGM. 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 lodged at the Company’s Hong Kong branch share registrar, Tricor Tengis Limited, at 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof.
6. The register of members of the Company will be closed on Thursday, 1 August 2013 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 Hong Kong branch share registrar, Tricor Tengis Limited, at 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, by no later than 4:30 p.m. on Wednesday, 31 July 2013.
7. In accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), the above resolutions will be voted by way of poll; TCL Corporation, TCL Industries and their associates (as defined in the Listing Rules) are required to abstain from voting in respect of the ordinary resolution in relation to the Non-Competition Arrangement.

As at the date of this notice, 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.