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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 EXTRAORDINARY GENERAL MEETING**

**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 Monday, 16 June 2014, at 4:00 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 Third Variation Deed (2014) as defined in the circular of the Company dated 28 May 2014 (the “Circular”)) 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 Third Variation Deed (2014) and completing the transactions contemplated by the Third Variation Deed (2014) with such changes as such director may consider necessary, desirable or expedient.”<sup>(1)</sup>

**2. “THAT**

- (a) the Master After Sale Service (TV Products) Agreement (as defined in the Circular), the terms and the transactions thereunder together with the relevant proposed annual caps in relation to such transactions for the three financial years ending 31 December 2016 as set out in the Circular be and are hereby approved, confirmed and ratified; and

- (b) any director of the Company be and is hereby authorised to take any step and execute such other documents as they consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the Master After Sale Service (TV Products) Agreement and the transactions contemplated thereby.”<sup>(1)</sup>

By Order of the Board  
**Li Dongsheng**  
*Chairman*

Hong Kong, 28 May 2014

*Notes:*

1. Unless stated otherwise, terms used in the resolution shall have the same meanings as those used in the announcements of the Company, dated 24 April 2014 and titled “Connected Transactions – Capital Injection into Kuyu/Non-Competition Arrangement” and dated 19 May 2014 and titled “Continuing Connected Transaction – The Master After Sales Service (TV Products) Agreement”.
2. Please refer to the circular of the Company (to be issued on 28 May 2014) for details and background of the proposed resolution set out herein.
3. 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.
4. 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 Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof.
5. The register of members of the Company will be closed on Friday, 13 June 2014 and Monday, 16 June 2014 (both dates inclusive) 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 during the said period. 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 Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, by no later than 4:30 p.m. on Thursday, 12 June 2014.
6. 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 and the Master After Sale Service (TV Products) Agreement.

7. If there is a “black” rainstorm warning or a tropical cyclone warning signal number 8 or above in force at or after 7:30 a.m. on 16 June 2014 and/or the Hong Kong Observatory has announced at or before 7:30 a.m. on 16 June 2014 that either of the above mentioned warnings is to be issued within the next two hours, the EGM shall automatically be postponed to the next Business Day on which no “black” rainstorm warning or tropical cyclone warning signal number 8 or above is hoisted between the hours from 7:30 a.m. to 9:30 a.m. and in such case the EGM shall be held at 4:00 p.m. on that Business Day at 13/F TCL Tower, 8 Tai Chung Road, Tsuen Wan, Hong Kong. “Business Day”, in this context, shall mean a day (not being a Saturday, Sunday or public holiday) on which licensed banks in Hong Kong are open for general banking business.

*As at the date of this notice, the Board comprises LI Dongsheng, HAO Yi and YAN Xiaolin as executive directors, Albert Thomas DA ROSA, Junior, BO Lianming, HUANG Xubin and SHI Wanwen as non-executive directors, TANG Guliang, Robert Maarten WESTERHOF, WU Shihong and TSENG Shieng-chang Carter as independent non-executive directors.*