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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 11 August 2015, Tuesday, 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 amended share award incentive scheme, being the share award incentive scheme adopted by the board of the Company (the “**Board**”) on 6 February 2008 as further amended (the “**Amended Scheme**”) (a copy of which is marked as “A” and initialed by the Chairman of the meeting for the purpose of identification), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) subject to fulfillment of the conditions set out in the Amended Scheme, the allotment and issuance of new shares of the Company up to the maximum number which may be required to be issued under the Amended Scheme in accordance with all applicable laws and regulations be and is hereby approved; and
- (c) any one or more of the directors of the Company be and are hereby authorised 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 implementation of the Amended Scheme.”

2. **“THAT**

- (a) conditional upon the ordinary resolution no. 1 contained in this notice of the EGM of which this resolution forms part being approved and becoming unconditional and effective, the grant of 43,673,434 new Shares as Restricted Shares (i.e. New Shares Grant as defined in the circular of the Company dated 27 July 2015 (“Circular”)) which exceeds 3% of the total number of issued Shares as at the date of which the Amended Scheme is approved by the Shareholders 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 New Shares Grant or the transactions contemplated thereunder.”

3. **“THAT**

- (a) conditional upon the ordinary resolutions no. 1 and no. 2 contained in this notice of the EGM of which this resolution forms part being approved and becoming unconditional and effective, the Connected New Shares Grant (as defined 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 Connected New Shares Grant or the transactions contemplated thereby.”

4. **“THAT** Ms. XU Fang be and is elected as an executive director of the Company.”

By order of the Board
LI Dongsheng
Chairman

Hong Kong, 27 July 2015

Notes:

1. 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.
2. 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.
3. The register of members of the Company will be closed on 11 August 2015 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 10 August 2015.
4. If there is a black rainstorm warning signal or a tropical cyclone warning signal number 8 or above in force at or after 7:30 a.m. on 11 August 2015 and/or the Hong Kong Observatory has announced at or before 7:30 a.m. on 11 August 2015 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 signal 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, New Territories, Hong Kong. "Business Day", in this context, shall mean a day (not being 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, BO Lianming, HAO Yi, YAN Xiaolin and XU Fang as executive directors, Albert Thomas DA ROSA, Junior and HUANG Xubin as non-executive directors, TANG Guliang, Robert Maarten WESTERHOF, WU Shihong and TSENG Shieng-chang Carter as independent non-executive directors.