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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 8/F., Building 22E, 22 Science Park East Avenue, Hong Kong Science Park, Shatin, New Territories, Hong Kong, on 22 December 2017, Friday, at 2:30 p.m., to consider and, if thought fit, pass the following ordinary resolutions (with or without modifications):

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the Master Sale and Purchase (2017) Agreement (as defined in the circular of the Company dated 27 November 2017 (the “**Circular**”), the terms and the transactions thereunder (a copy of the Master Sale and Purchase (2017) Agreement and a copy of the Supplemental Agreement have been produced to the meeting and marked “A” and “G” respectively and initialed by the chairman of the meeting for the purposes of identification), together with the relevant proposed annual caps in relation to such transactions for the three financial years ending 31 December 2020 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 Sale and Purchase (2017) Agreement or the transactions contemplated thereby.”

2. **“THAT**

- (c) the Master After Sale Service (2017) Agreement (as defined in the Circular), the terms and the transactions thereunder (a copy of the agreement has been produced to the meeting and marked “B” and initialed by the chairman of the meeting for the purposes of identification), together with the relevant proposed annual caps in relation to such transactions for the three financial years ending 31 December 2020 as set out in the Circular be and are hereby approved, confirmed and ratified; and
- (d) 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 (2017) Agreement or the transactions contemplated thereby.”

3. **“THAT**

- (a) the Master TCL Trademark License (2017 Renewal) Agreement (as defined in the Circular), the terms and the transactions thereunder (a copy of the agreement has been produced to the meeting and marked “C” and initialed by the Chairman of the meeting for the purpose of identification) together with the relevant proposed annual caps in relation to such transactions for the three financial years ending 31 December 2020 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 TCL Trademark License (2017 Renewal) Agreement or the transactions contemplated thereby.”

4. **“THAT**

- (a) the Master Logistics Service Supply (2017 Renewal) Agreement (as defined in the Circular), the terms and the transactions thereunder (a copy of the agreement has been produced to the meeting and marked “D” and initialed by the chairman of the meeting for the purposes of identification), together with the relevant proposed annual caps in relation to such transactions for the three financial years ending 31 December 2020 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 Logistics Service Supply (2017 Renewal) Agreement or the transactions contemplated thereby.”

5. **“THAT**

- (a) the Master Sourcing (2017 Renewal) Agreement (as defined in the Circular), the terms and the transactions thereunder (a copy of the Master Sourcing (2017 Renewal) Agreement and a copy of the Supplemental Agreement have been produced to the meeting and marked “E” and “G” respectively and initialed by the chairman of the meeting for the purposes of identification), together with the relevant proposed annual caps in relation to such transactions for the three financial years ending 31 December 2020 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 Sourcing (2017 Renewal) Agreement or the transactions contemplated thereby.”

6. **“THAT**

- (a) the Master Qianhai Sailing Cooperation (2017) Agreement (as defined in the Circular), the terms and the transactions thereunder (a copy of the Master Qianhai Sailing Cooperation (2017) Agreement and a copy of the Supplemental Agreement have been produced to the meeting and marked “F” and “G” respectively and initialed by the chairman of the meeting for the purposes of identification), together with the relevant proposed annual caps in relation to such transactions for the three financial years ending 31 December 2020 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 Qianhai Sailing Cooperation (2017) Agreement or the transactions contemplated thereby.”

7. To elect Mr. Kevin WANG Cheng as an executive Director.

8. To elect Mr. Michael WANG Yi as an executive Director.

9. To elect Mr. ZHANG Zhiwei as a non-executive Director to hold office until the conclusion of the annual general meeting of 2020.
10. To elect Mr. LAU Siu Ki as an independent non-executive Director to hold office until the conclusion of the annual general meeting of 2020.
11. To authorise the Board to fix the Directors' remuneration.

One behalf of the Board
BO Lianming
Chairman

Hong Kong, 27 November 2017

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. Record date (being the last date of registration of any transfer of Share given there will be no closure of register of members) for the purpose of determining the entitlements of the Shareholders to attend and vote at the EGM will be on 15 December 2017, Friday. In order to qualify for the aforesaid entitlements, all transfers must be lodged with the Hong Kong branch share registrar of the Company, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, by no later than 4:30 p.m. on 14 December 2017, Thursday.

As at the date of this notice, the Board comprises Mr. BO Lianming, Mr. WANG Cheng Kevin, Mr. YAN Xiaolin and Mr. WANG Yi Michael as executive directors, Mr. Albert Thomas DA ROSA, Junior, Mr. HUANG Xubin, Mr. ZHANG Zhiwei and Mr. LIU Hong as non-executive directors and Mr. Robert Maarten WESTERHOF, Dr. TSENG Shieng-chang Carter, Professor WANG Yijiang and Mr. Lau Siu Ki as independent non-executive directors.