

**If you are in doubt** about this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitors, professional accountant or other professional adviser.

**If you have sold** all your Shares in TCL MULTIMEDIA TECHNOLOGY HOLDINGS LIMITED (the "Company"), you should at once hand this circular and proxy form enclosed herein to the purchaser or to the bank or stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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**TCL 多媒體科技控股有限公司**

**TCL MULTIMEDIA TECHNOLOGY HOLDINGS LIMITED**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1070)**

**CIRCULAR ON  
GENERAL MANDATES TO ISSUE  
AND REPURCHASE SHARES,  
AMENDMENT TO ARTICLES OF ASSOCIATION  
AND  
RE-ELECTION OF DIRECTORS**

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A notice convening the Annual General Meeting and a form of proxy for use at the Annual General Meeting is enclosed herein. Whether or not you are able to attend the meeting, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tengis Limited, at G/F., BEA Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting should you so wish.

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“AGM”	the annual general meeting of the Company to be held at Chatham Room, 7th Floor, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 22 June 2005, at 10 a.m. for the purpose of considering, and if thought fit, approving the resolutions proposed in the AGM Notice
“AGM Notice”	the notice convening the AGM dated 30 May 2005 and included herein
“Articles”	the existing articles of association of the Company adopted by the Shareholders by a special resolution dated 18 May 2004
“Associate(s)”	has the meaning ascribed thereto in the Listing Rules
“Board”	the board of Directors (including non-executive Directors and independent non-executive Directors)
“Company”	TCL Multimedia Technology Holdings Limited (previously known as TCL International Holdings Limited), an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“Connected Person(s)”	has the meaning ascribed thereto in the Listing Rules
“Director(s)”	the director(s) of the Company
“General Mandate”	a general mandate to allot and issue the Shares with an aggregate nominal value not exceeding 20 per cent. of the aggregate nominal value of the share capital of the Company in issue at the date of approval of the mandate
“General Extension Mandate”	a general mandate to the Directors to add to the General Mandate any Shares representing the aggregate nominal value of the Shares repurchased under the Repurchase Mandate
“Group”	the Company and its Subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	23 May 2005, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China
“Registrar”	Tengis Limited, branch share registrar and transfer office of the Company at G/F., BEA Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong
“Repurchase Mandate”	a general mandate to the Directors to exercise all the powers of the Company to repurchase Shares with an aggregate nominal value not exceeding 10 per cent. of the aggregate nominal value of the share capital of the Company in issue at the date of approval of the mandate
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Share Option Scheme”	the share option scheme adopted by the Company on 12 May 2003
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeover Code”	Hong Kong Code on Takeovers and Mergers
“TCL Communication”	TCL Communication Technology Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“TCL Corporation”	TCL Corporation (TCL集團股份有限公司), a joint stock company established under the laws of the PRC, the ultimate controlling shareholder of TCL Communication and the Company, the shares of which are listed on the Shenzhen Stock Exchange
“TCL Industries”	T.C.L. Industries Holdings (H.K.) Limited, a company incorporated in Hong Kong and a direct wholly-owned subsidiary of TCL Corporation
“TTE”	TTE Corporation, a company incorporated in the British Virgin Islands with limited liability and a direct non-wholly owned subsidiary of the Company



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*Executive Directors:*

Li Dong Sheng (*Chairman*)  
Lu Zhong Li  
Hu Qiu Sheng  
Zhao Zhong Yao  
Yan Yong (*Managing Director*)  
Suen Hay Wai

*Registered office:*

Ugland House  
South Church Street  
P.O. Box 309  
George Town  
Grand Cayman  
Cayman Islands  
British West Indies

*Non-executive Director:*

Albert Thomas da Rosa, Junior

*Head Office and Principal Place  
of Business in Hong Kong*

*Independent non-executive Directors:*

Tang Guliang  
Wang Bing  
Hon Fong Ming

13/F., TCL Tower  
8 Tai Chung Road  
Tsuen Wan  
New Territories

30 May 2005

*To: the Shareholders*

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE  
AND REPURCHASE SHARES,  
AMENDMENT TO ARTICLES OF ASSOCIATION  
AND  
RE-ELECTION OF DIRECTORS**

**1. INTRODUCTION**

The purpose of this circular is to provide you with information regarding the following proposals to be put forward to the Shareholders for their consideration and, if thought fit, approval:

- (a) amendment to the Articles;
- (b) granting to the Directors the General Mandate;
- (c) granting to the Directors the Repurchase Mandate;
- (d) granting to the Directors the General Extension Mandate; and
- (e) re-election of Directors.

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## LETTER FROM THE CHAIRMAN

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### **2. AMENDMENT TO THE ARTICLES**

Under Article 116 of the Articles, apart from the managing director, one-third of the Directors shall retire from office by rotation at each annual general meeting of the Company and shall be eligible for re-election.

The Stock Exchange incorporated the Code on Corporate Governance Practices as a new Appendix 14 in the Listing Rules on 1 January 2005. Code provision A.4.2 of such code requires that every director should be subject to retirement by rotation at least once every three years. In order to enhance the Company's corporate governance practices and reinforce the Shareholders' scrutiny over the entire Board, the Board proposes to pass a special resolution at the AGM to amend Article 116 so that all Directors are subject to retirement by rotation at least once every three years.

### **3. GENERAL MANDATE**

It is proposed that a new General Mandate be granted to the Directors to issue further Shares prevailing up to 20 per cent. of the aggregate nominal value of shares capital of the Company in issue as at the date of passing the relevant resolution. There is however no present intention for any issuance of Shares pursuant to the General Mandate.

### **4. REPURCHASE MANDATE**

On 18 May 2004, a general mandate was given to the Directors to exercise all the powers of the Company to repurchase its own Shares which will lapse at the conclusion of the forthcoming AGM. An ordinary resolution will be proposed at the AGM to approve the grant of a new Repurchase Mandate.

An explanatory statement to provide Shareholders with all the information reasonably necessary for them to make an informed decision in relation to this proposed resolution by the Listing Rules concerning the regulation of repurchases by companies of their own securities on the Stock Exchange is set out in the Appendix I to this circular.

### **5. GENERAL EXTENSION MANDATE**

It is recommended that the General Extension Mandate be granted to the Directors permitting them, after the grant of the Repurchase Mandate referred to above, to add to the General Mandate any Shares representing the aggregate nominal value of the Shares repurchased pursuant to the Repurchase Mandate.

The authority conferred on the Directors by the General Mandate, the Repurchase Mandate and the General Extension Mandate would continue in force until the earlier of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Articles to be held; and (iii) its revocation or variation by ordinary resolution of the Shareholders in general meeting.

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## LETTER FROM THE CHAIRMAN

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### 6. RE-ELECTION OF DIRECTORS

In accordance with the Articles, the following Directors, shall retire from office at the AGM.

<b>Name</b>	<b>Position</b>
(i) Li Dong Sheng	executive director
(ii) Hu Qiu Sheng	executive director
(iii) Suen Hay Wai	executive director

Mr. Suen Hay Wai has notified the Company that he will retire as executive director for personal reasons at the AGM and will not offer himself for re-election. Mr. Suen has confirmed that he has no disagreement with the Board and there is no matter relating to his retirement that will need to be brought to the attention of the Shareholders. Mr. Li Dong Sheng and Mr. Hu Qiu Sheng, being eligible, will offer themselves for re-election at the AGM.

Further, the following Directors will hold office until the conclusion of the AGM and, being eligible, will offer themselves for re-election.

<b>Name</b>	<b>Position</b>
(i) Zhao Zhong Yao	executive director
(ii) Albert Thomas da Rosa, Jr.	non-executive director
(iii) Tang Guliang	independent non-executive director
(iv) Wang Bing	independent non-executive director
(v) Hong Fong Ming	independent non-executive director

The particulars of the aforesaid Directors required to be disclosed by the Listing Rules are set out in Appendix II to this circular.

### 7. ANNUAL GENERAL MEETING

A notice convening the AGM to be held on 22 June 2005 is set out on pages 15 to 18 of this circular and a form of proxy for use at the AGM is herein enclosed.

Whether or not you are able to attend the AGM in person, please complete the form of proxy in accordance with the instructions printed thereon and return the same to the Registrar, Tengis Limited, G/F, BEA Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding such meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting at the AGM or any adjourned meeting should you so desire.

### 8. RECOMMENDATION

The Board believes that resolutions proposed in this circular are in the best interests of the Company and Shareholders and accordingly recommend that you should vote in favour of the resolutions referred to above to be proposed at the AGM.

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## LETTER FROM THE CHAIRMAN

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### 9. RESPONSIBILITY OF THE DIRECTORS

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquires, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

### 10. PROCEDURE TO DEMAND A POLL AT THE AGM

Pursuant to Article 80 of the Articles, at any general meeting of the company, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is required under the Listing Rules or (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is duly demanded by:

- (a) the chairman of meeting; or
- (b) at least five Shareholders present in person or by proxy and entitled to vote; or
- (c) a Shareholder or Shareholders present in person (or in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all Shareholders having the right to attend and vote at the meeting; or
- (d) a Shareholder or Shareholders present in person (or in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and holding Shares conferring a right to attend and vote at the meeting on which there have been paid up sums on the aggregate equal to not less than one-tenth of the total sum paid up on all Shares conferring that right.

Yours faithfully,  
**Li Dong Sheng**  
*Chairman*



This explanatory statement contains all the information required pursuant to rule 10.06(1)(b) and other relevant provisions of the Listing Rules.

## **1. THE SHARE REPURCHASE RULES**

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their fully-paid up Shares on the Stock Exchange subject to certain restrictions. In this regard, the definition of “Shares” in Chapter 10 of the Listing Rules would, and where used below in this explanatory statement (including the use of the word “Share(s)”) shall (unless the context otherwise requires) include shares of all classes and securities which carry a right to subscribe or purchase shares of the Company. The most important restrictions contained in the Listing Rules are summarised below:

### **1.1. Source of Funds**

Repurchases must be funded entirely from the Company’s available cash flow or working capital facilities, which will be funds legally available for the purchase in accordance with the Articles and the applicable laws of Hong Kong and the Cayman Islands.

### **1.2. Exercise of the Repurchase Mandate**

Exercise in full of the Repurchase Mandate, on the basis of 2,758,769,632 Shares in issue as at the Latest Practicable Date and on the basis that no new Shares are issued or repurchased prior to the date of the resolution approving the Repurchase Mandate, could result in up to 275,876,963 Shares (representing 10% of the issued share capital of the Company as at the Latest Practicable Date) being repurchased by the Company during the course of the period from the date of resolution granting the Repurchase Mandate until the earlier of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Articles to be held; and (iii) its revocation or variation by ordinary resolution of the Shareholders in general meeting.

### **1.3. Reasons for Repurchases**

The Directors believe that it is in the best interests of the Company and its Shareholders to have a general authority from Shareholders to enable the Directors to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company and its Shareholders.

### **1.4. Funding of Repurchases**

In repurchasing its Shares, the Company may only apply funds legally available for such purpose from distributable profit or funds from a new issue in accordance with its memorandum and Articles and the laws of the Cayman Islands.

That is to say, any repurchase of Shares may be purchased out of capital paid up on the repurchased Shares or the profits of the Company which would otherwise be available for dividend and, in the case of any premium payable on such repurchase, out of profits of the Company which would otherwise be available for dividend or from the Company's share premium account or its contributed surplus account.

On the basis of the combined net tangible assets of the Group as at 31 December 2004, and taking into account the current working capital position of the Group, the Directors consider that no material adverse effect on the working capital and gearing position of the Group may result in the event that the Repurchase Mandate was to be exercised in full at any time during the proposed purchase period. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

## **2. GENERAL**

None of the Directors, and to the best of their knowledge having made all reasonable enquiries, any associates of any Director, have any present intention in the event that the Repurchase Mandate is approved by Shareholders to sell any of the Shares to the Company.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

If, as a result of a Share repurchase, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeover Code. In certain circumstances, a Shareholder or a group of Shareholders acting in concert could as a result of increase of its or their interest, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeover Code.

As at the Latest Practicable Date, TCL Industries holds 1,512,121,289 Shares representing approximately 54.81% of the issued Share capital of the Company. If, which is not presently contemplated, the Company were to exercise the Repurchase Mandate in full, the percentage shareholding of TCL Industries would increase to approximately 60.90%. The Directors are not aware of any consequences which may arise under Rule 26 of the Takeover Code as a result of any repurchases pursuant to the Repurchase Mandate.

No connected person has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate was approved by Shareholders.

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**APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE OF THE COMPANY'S SHARES**

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During each of the previous 12 months, the highest and lowest prices at which the Shares were traded on the Stock Exchange were as follows:

	<b>Per Share</b>	
	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
May 2004	2.800	2.100
June 2004	2.800	2.100
July 2004	2.550	2.250
August 2004	2.800	2.275
September 2004	2.600	2.264
October 2004	2.400	2.125
November 2004	2.250	2.075
December 2004	2.250	1.950
January 2005	2.025	1.590
February 2005	1.920	1.630
March 2005	2.050	1.800
April 2005	1.990	1.620

No purchase of Shares have been made by the Company in the previous six months, whether on the Stock Exchange or otherwise. The Company has no intention to exercise the Repurchase Mandate to the effect that it will result in the public float to fall below 25% or such other minimum percentage prescribed by the Listing Rules from time to time.

Set out below are details of the Directors who will retire at the conclusion of the AGM according to the Articles and will be proposed to be re-elected at the AGM.

### 1. Li Dong Sheng

Mr. Li Dong Sheng, Tomson, aged 47, is the founder and Chairman of the Group. Mr. Li has joined the Group for more than ten years and has been an executive Director since September 1999. Mr. Li is responsible for formulating corporate strategy and leading the Group's management. He was awarded the following titles:

1994, "Distinguished Contributor to Development of PRC Electrical Appliance Industry";

1995, "National Excellent Young Entrepreneur";

2000, "Model of National Work Force";

2002, representative of the 16th Central Committee of the Communist Party, "2002 CCTV Man of the Year in the Chinese Economy", and the "Annual Innovation Award";

2003, delegate of the 10th National People's Congress and was awarded one of the most influential entrepreneurs by magazine "China Entrepreneur";

2004, "2004 CCTV Man of the Year on the Chinese Economy", was awarded one of the worldwide most influential business leaders by "Time" and "CNN", and French National Honor Metal (OFFICIER DE LA LEGION D'HONNEUR).

Mr. Li has more than 20 years of experience in various aspects of the electronics industry particularly in the manufacture and sales of electronic products. He is the president and a director of TCL Corporation, the ultimate controlling shareholder of the Company, the chairman of TCL Communication, a fellow subsidiary of the Company and a director of a number of subsidiaries of TCL Corporation including OPTA Corporation (which shares are listed on the New York Stock Exchange). He is also an independent non-executive director of Tencent Holdings Limited, a company listed on the Stock Exchange. Save as disclosed herein, Mr. Li did not hold any directorship in listed public companies in the last three years. Mr. Li is an engineer and holds a Bachelor of Science Degree from Huanan Polytechnic University.

As at the Latest Practicable Date, Mr. Li was interested in 23,232,000 Shares (representing about 0.84% of the entire issued share capital of the Company). Save as disclosed herein, Mr. Li does not have any interest in the Shares which is required to be disclosed under Part XV of the Securities and Futures Ordinance. Further, save as disclosed herein and in the annual report of the Company for the year ended 31 December 2004, Mr. Li does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

There is no service contract between the Company and Mr. Li. The emoluments of Mr. Li are determined by the Board pursuant to the authority granted by the Shareholders at the annual general meetings of the Company, with reference to his qualification and experience, responsibilities undertaken, contribution to the Group, and the prevailing market level of

remuneration of similar position. Mr. Li has no fixed term of director's service with the Company but is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles.

## 2. Hu Qiu Sheng

Mr. Hu Qiu Sheng, aged 45, is an executive Director. Mr. Hu has over 20 years of experience in development product technology, product research and sales. He joined the Group in 1993 and became the first general manager of the TV business in 1999. He was then appointed the president of Multi-Media Product Division in 2002 and has held the position as senior vice president of TCL Corporation since 2003. He is now a director of TCL Corporation and responsible for the component business of TCL Corporation. Save as disclosed herein, Mr. Hu did not hold any directorship in listed public companies in the last three years. Mr. Hu is an engineer and holds a Bachelor of Science Degree from Huanan Polytechnic University.

Mr. Hu does not have any interest in the shares of the Company which is required to be disclosed under Part XV of the Securities and Futures Ordinance. Save as disclosed herein and in the annual report of the Company for the year ended 31 December 2004, Mr. Hu does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

There is no service contract between the Company and Mr. Hu. The emoluments of Mr. Hu are determined by the Board pursuant to the authority granted by the Shareholders at the annual general meetings of the Company, with reference to his qualification and experience, responsibilities undertaken, contribution to the Group, and the prevailing market level of remuneration of similar position. Mr. Hu has no fixed term of director's service with the Company but is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles.

## 3. Zhao Zhong Yao

Mr. Zhao Zhong Yao, aged 42, is an executive Director of the Company and currently a director and vice president of TCL Corporation. He is also the chief executive officer of TTE. Mr. Zhao joined the Group in 2004. He has over 12 years of experience in sales, marketing and management of consumer electronics business. Save as disclosed herein, Mr. Zhao did not hold any directorship in listed public companies in the last three years. Mr. Zhao holds a Bachelor's and obtained a Master Degrees in Automatic Control — Electrical Engineering from Northwestern Polytechnic University of PRC in 1987.

As at the Latest Practicable Date, Mr. Zhao was interested in 232,000 Shares (representing about 0.01% of the entire issued share capital of the Company) and such number of options carrying right to subscribe for 68,000 Shares granted under the Share Option Scheme (representing about 0.002% of the entire issued share capital of the Company). Save as disclosed herein, Mr. Zhao does not have any interest in the Shares which is required to be disclosed under Part XV of the Securities and Futures Ordinance. Further, save as disclosed herein and in the annual report of the Company for the year ended 31 December 2004, Mr. Zhao does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

There is no service contract between the Company and Mr. Zhao. The emoluments of Mr. Zhao will be determined by the Board pursuant to the authority granted by the Shareholders at the annual general meetings of the Company, with reference to his qualification and experience, responsibilities undertaken, contribution to the Group, and the prevailing market level of remuneration of similar position. Mr. Zhao has no fixed term of director's service with the Company but is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles.

#### **4. Albert Thomas da Rosa, Junior**

Mr. Albert T. da Rosa, Jr., aged 51, had been an independent non-executive Director since 1999 and was re-designated as non-executive director of the Company effective from 30 September 2004. Save as his directorship in the Company, he did not hold any directorship in any member of the Group. He is a practicing solicitor in Hong Kong and a partner of Messrs. Cheung, Tong & Rosa, Solicitors, Hong Kong. He is also a fellow of the Chartered Institute of Arbitrators and a member of the Hong Kong Securities Institute. He holds a Bachelor's Degree and obtained a Master's Degree in laws from the University of Hong Kong. He has been qualified as a solicitor in Hong Kong since 1980. He was previously an independent non-executive director of Oriental Explorer Holdings Limited, a company listed on the Stock Exchange. He is currently an independent non-executive director of Hong Kong Construction (Holdings) Limited and the company secretary of Y. T. Realty Group Limited and Yugang International Limited, all being companies listed on the Stock Exchange. He also serves as a member of the Solicitors Disciplinary Tribunal Panel and as a member of the Academic and Accreditation Advisory Committee of the Securities and Futures Commission. Save as disclosed herein, Mr. Da Rosa, Jr. did not hold any directorship in listed public companies in the last three years.

Mr. da Rosa, Jr. does not have any interest in the shares of the Company which is required to be disclosed under Part XV of the Securities and Futures Ordinance or any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

There is no service contract between the Company and Mr. da Rosa, Jr. The emoluments of Mr. da Rosa Jr. are determined by the Board pursuant to the authority granted by the Shareholders at the annual general meetings of the Company, with reference to his qualification and experience, responsibilities undertaken, contribution to the Group, and the prevailing market level of remuneration of similar position. Mr. da Rosa Jr. will hold office until the conclusion of the AGM and will be eligible for re-election at the AGM.

#### **5. Tang Guliang**

Mr. Tang Guliang, aged 42, is an independent non-executive Director. He joined the Company in 2004 and save for his directorship in the Company, he did not hold any directorship in any member of the Group. He is a certified public accountant in the PRC and a vice secretary-general of the Accounting Society of China. He is also a professor of Beijing Technology and Business University and a director of Jiangsu Wu Zhong Shi Ye Company Limited, Shanghai Shen Hua Holdings Limited and China Tian Di Wei Xing Company Limited, all being listed companies in the PRC. Save as disclosed herein, Mr. Tang did not hold any directorship in listed public companies in the last three years.

Mr. Tang does not have any interest in the shares of the Company which is required to be disclosed under Part XV of the Securities and Futures Ordinance or any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

There is no service contract between the Company and Mr. Tang. The emoluments of Mr. Tang are determined by the Board pursuant to the authority granted by the Shareholders at the annual general meetings of the Company, with reference to his qualification and experience, responsibilities undertaken, contribution to the Group, and the prevailing market level of remuneration of similar position. Mr. Tang will hold office until the conclusion of the AGM and will be eligible for re-election at the AGM.

## **6. Wang Bing**

Mr. Wang Bing, aged 37, is an independent non-executive Director. He joined the Company in 2004 and save for his directorship in the Company, he did not hold any directorship in any member of the Group. He holds a Master Degree in Business Administration from China Europe International Business School. Mr. Wang has over 10 years of experience in finance, investment, operation in capital market and assets management and is the chief executive officer of Dingtian Assets Management Co. Ltd. of the PRC and a director of Shanghai Lian Hua He Xian Company Limited, a listed company in the PRC. Save as disclosed herein, Mr. Wang did not hold any directorship in listed public companies in the last three years.

Mr. Wang does not have any interest in the shares of the Company which is required to be disclosed under Part XV of the Securities and Futures Ordinance or any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

There is no service contract between the Company and Mr. Wang. The emoluments of Mr. Wang are determined by the Board pursuant to the authority granted by the Shareholders at the annual general meetings of the Company, with reference to his qualification and experience, responsibilities undertaken, contribution to the Group, and the prevailing market level of remuneration of similar position. Mr. Wang will hold office until the conclusion of the AGM and will be eligible for re-election at the AGM.

## **7. Hon Fong Ming**

Dr. Hon Fong Ming, aged 39, has been an independent non-executive Director since 1999. Save for his directorship in the Company, he did not hold any directorship in any member of the Group. He graduated from Peking University and had been a post-doctorate fellow at Harvard University. Dr. Hon is the founder, major shareholder and a director of First Dragoncom Agro-strategy Holdings Ltd, a company listed on the Stock Exchange. Save as disclosed herein, Mr. Hon did not hold any directorship in listed public companies in the last three years. Dr. Hon has more than 10 years of experience in the capital market as well as mergers and acquisition operation in both China and overseas. He is a member of the National Committee of the Chinese People's Political Consultative Conference.

Dr. Hon does not have any interest in the shares of the Company which is required to be disclosed under Part XV of the Securities and Futures Ordinance or any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

There is no service contract between the Company and Dr. Hon. The emoluments of Dr. Hon are determined by the Board pursuant to the authority granted by the Shareholders at the annual general meetings of the Company, with reference to his qualification and experience, responsibilities undertaken, contribution to the Group, and the prevailing market level of remuneration of similar position. Dr. Hon will hold office until the conclusion of the AGM and will be eligible for re-election at the AGM.



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## NOTICE OF ANNUAL GENERAL MEETING

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**TCL 多媒體科技控股有限公司**

**TCL MULTIMEDIA TECHNOLOGY HOLDINGS LIMITED**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1070)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of the Company to be held at 10 a.m. on 22 June 2005 at Chatham Room, 7th Floor, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong for the purpose of transacting the following business:

### **ORDINARY BUSINESS**

1. To receive and consider the consolidated audited financial statements and the reports of the directors of the Company ("Directors") and the auditors of the Company ("Auditors") for the year ended 31 December 2004.
2. To declare a final dividend for the year ended 31 December 2004.
3. To re-elect the retiring Directors and authorise the board of directors of the Company to fix their remuneration.
4. To re-appoint Messrs. Ernst & Young as the Auditors and authorise the board of directors of the Company to fix their remuneration.

### **SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following resolutions (with or without modification):

As Ordinary Resolutions

5. **"THAT**
  - a. a general mandate be and is hereby unconditionally given to the Directors to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to allot, issue and deal with unissued shares in the Company ("Share") or securities convertible into Shares or options, warrants or similar rights to subscribe for any Shares and to make or grant offers, agreements or options which would or might require the exercise of such powers either during or after the Relevant Period, in addition to any Shares which may be issued from time to time on a Rights Issue (as hereinafter defined) or under any option scheme or similar arrangement for the time being adopted for the grant or issue of Shares or rights to acquire Shares or any scrip dividend pursuant to the articles of association of the Company, not exceeding twenty per cent. of the aggregate nominal value of the share capital of the Company in issue as at the date of this resolution; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- b. for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
  - i. the conclusion of the next annual general meeting of the Company;
  - ii. the expiration of the period within which the next annual general meeting of the Company is required by law or the articles of association of the Company to be held; and
  - iii. the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting;

and “Rights Issue” means an offer of Shares open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractions entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or of the requirements of any recognised regulatory body or any stock exchange applicable to the Company).”

- 6. **“THAT** there be granted to the Directors an unconditional general mandate to repurchase Shares, and that the exercise by the Directors of all powers of the Company to purchase Shares subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved, subject to the following conditions:
  - a. such mandate shall not extend beyond the Relevant Period;
  - b. such mandate shall authorise the Directors to procure the Company to repurchase Shares at such price as the Directors may at their discretion determine;
  - c. the Shares to be repurchased by the Company pursuant to paragraph a of this resolution during the Relevant Period shall be no more than ten per cent. of the Shares in issue at the date of passing this resolution; and
  - d. for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
    - i. the conclusion of the next annual general meeting of the Company;
    - ii. the expiration of the period within which the next annual general meeting of the Company is required by law or the articles of association of the Company to be held; and
    - iii. the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

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## NOTICE OF ANNUAL GENERAL MEETING

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7. “**THAT**, subject to the availability of unissued share capital and conditional upon the resolutions nos. 5 and 6 above being passed, the aggregate nominal amount of the Shares which are repurchased by the Company pursuant to and in accordance with resolution no. 6 above shall be added to the aggregate nominal amount of the share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with resolution no. 5 above.”

As Special Resolution

8. “**THAT**, Article 116 of the existing articles of association of the Company as adopted by a special resolution passed on 18 May 2004 be and is hereby amended by deleting “(other than the Managing Director or Joint Managing Director)” immediately after “one-third of the Directors”, and deleting “exceeding” immediately after “then the number nearest to, but not” and substituting therefor “less than””

By order of the Board  
**Li Dong Sheng**  
*Chairman*

Hong Kong, 30 May 2005

### Notes:

1. The Hong Kong Branch Register of Members of the Company will be closed from 21 June 2005 to 22 June 2005 (both days inclusive), during which period no transfers of Shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting to be held on 22 June 2005, all transfers accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tengis Limited, at Ground Floor, BEA Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not later than 4:30 p.m. on 20 June 2005.
2. A member of the Company who is a holder of two or more Shares, and who is entitled to attend and vote at the Annual General Meeting is entitled to appoint more than one proxy or a duly authorised corporate representative to attend and vote in his stead. A proxy need not be a member of the Company. Completion and return of the form of proxy will not preclude a member of the Company from attending the Annual General Meeting and vote in person. In such event, his form of proxy will be deemed to have been revoked.
3. A form of proxy for the Annual General Meeting is enclosed. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the branch share registrar of the Company in Hong Kong, Tengis Limited, at Ground Floor, BEA Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time for holding the Annual General Meeting or any adjournment thereof.

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## NOTICE OF ANNUAL GENERAL MEETING

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4. With regard to resolutions nos. 5 and 7 above, the Directors wish to state that they have no immediate plans to issue any new Shares of the Company pursuant to the general mandate granted under resolution no. 5 above.
5. As at the date of this notice, the board of Directors is composed of Li Dong Sheng, Lu Zhong Li, Hu Qiu Sheng, Zhao Zhong Yao, Yan Yong, Suen Hay Wai as executive Directors, Albert Tomas da Rosa, Junior as non-executive director and Tang Guliang, Wang Bing and Hon Fong Ming as independent non-executive Directors.