

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

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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,
ELECTION/RE-ELECTION OF DIRECTORS
AND
AMENDMENT TO ARTICLES OF ASSOCIATION**

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 26th Floor, Tesbury Centre, 28 Queen's Road East, 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.

28 April 2006

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DEFINITIONS

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

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| “AGM” | the annual general meeting of the Company to be held at Tianshan and Lushan Room, 5/F, Island Shangri-La Hong Kong Hotel, Two Pacific Place, Supreme Court Road, Hong Kong on 8 June 2006, at 2 p.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 28 April 2006 and included herein |
| “Articles” | the existing articles of association of the Company adopted by the Shareholders by a special resolution dated 18 May 2004 and any subsequent amendment made thereto by the Shareholders by special resolution |
| “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 |

DEFINITIONS

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|---------------------------|---|
| “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” | 24 April 2006, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein |
| “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 26th Floor, Tesbury Centre, 28 Queen’s Road East, 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 |
| “SFC” | The Securities and Futures Commission of Hong Kong |
| “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 |

DEFINITIONS

| | |
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| “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 |
| “Thomson” | Thomson S.A., a company incorporated under the laws of France, whose shares are listed on the Premier Marche of Euronext Paris S.A. and on the New York Stock Exchange in the form of American depositary shares |

LETTER FROM THE CHAIRMAN



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)

Executive Directors:

Li Dong Sheng (*Chairman*)
Lu Zhong Li
Hu Qiu Sheng
Zhao Zhong Yao
Yan Yong (*Managing Director*)
Alastair Kenneth Ruskin Campbell
Didier Trutt

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

Independent non-executive Directors:

Tang Guliang
Wang Bing
Hon Fong Ming

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

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

28 April 2006

To: the Shareholders

Dear Sir or Madam,

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

(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) granting to the Directors the General Mandate;
- (b) granting to the Directors the Repurchase Mandate;
- (c) granting to the Directors the General Extension Mandate;
- (d) election of a new Director;

LETTER FROM THE CHAIRMAN

- (e) re-election of Directors; and
- (f) amendment to the Articles.

(2) 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.

(3) REPURCHASE MANDATE

On 22 June 2005, 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 Appendix I to this circular.

(4) 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.

(5) ELECTION OF A NEW DIRECTOR

The Board proposes to appoint Mr. Wang Kang Ping as an executive Director at the AGM. The particulars of Mr. Wang required to be disclosed by the Listing Rules are set out in Appendix II to this circular.

LETTER FROM THE CHAIRMAN

(6) RE-ELECTION OF DIRECTORS

In accordance with the Articles, the following executive Directors shall retire from office by rotation at the close of the AGM.

| Name | Position |
|-------------------------|--------------------|
| (i) Mr. Li Dong Sheng | Executive Director |
| (ii) Ms. Lu Zhong Li | Executive Director |
| (iii) Mr. Yan Yong | Executive Director |
| (iv) Mr. Zhao Zhong Yao | Executive Director |

Mr. Zhao Zhong Yao has notified the Company that he will not offer himself for re-election at the AGM for personal reasons. Mr. Zhao 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.

The other 3 retiring executive Directors, being eligible, will offer themselves for re-election.

The following non-executive Directors will hold office until the conclusion of the AGM.

| Name | Position |
|------------------------------------|------------------------------------|
| (i) Mr. Albert Thomas da Rosa, Jr. | Non-executive Director |
| (ii) Mr. Tang Guliang | Independent Non-executive Director |
| (iii) Mr. Wang Bing | Independent Non-executive Director |
| (iv) Dr. Hon Fong Ming | Independent Non-executive Director |

Dr. Hon Fong Ming has notified the Company that he will not offer himself for re-election at the AGM for personal reasons. Dr. Hon 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.

The other 3 non-executive Directors mentioned above, being eligible, will offer themselves for re-election.

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

(7) AMENDMENT TO THE ARTICLES

Article 122(a) of the existing Articles provides that the Company may by special resolution of shareholders remove any Director before the expiration of his period of office.

LETTER FROM THE CHAIRMAN

In order to align with the amendment in paragraph 5(1) of Appendix 13B of the Listing Rules relating to the procedure for the removal of directors which came into effect on 1 March 2006, the Board proposes to pass a special resolution at the AGM to amend the aforesaid Article 122(a) such that Directors can be removed by ordinary resolution at a general meeting.

(8) ANNUAL GENERAL MEETING

A notice convening the AGM to be held on 8 June 2006 is set out on pages 18 to 20 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, 26th Floor, Tesbury Centre, 28 Queen's Road East, 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.

(9) 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.

(10) 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.

(11) PROCEDURE TO DEMAND A POLL AT THE AGM

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

LETTER FROM THE CHAIRMAN

- (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,
By order of the Board
Li Dong Sheng
Chairman

APPENDIX I EXPLANATORY STATEMENT OF REPURCHASE OF SHARES

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 for 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 3,902,951,727 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 390,295,172 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 of association 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 2005, 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 Corporation, through TCL Industries, its wholly-owned subsidiary, holds 1,512,121,289 Shares representing approximately 38.74% of the issued share capital of the Company, and Thomson directly and indirectly through its wholly-owned subsidiary holds 1,144,182,095 Shares, representing approximately 29.32% of the issued share capital of the Company. In the event that the Company were to exercise the Repurchase Mandate in full, the number of the total issued Shares would decrease from 3,902,951,727 to 3,512,656,555 resulting in the shareholding of TCL Corporation and

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| APPENDIX I EXPLANATORY STATEMENT OF REPURCHASE OF SHARES |
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Thomson in the Company increasing to approximately 43.05% and 32.57% respectively and accordingly each of TCL Corporation and Thomson would become obliged to make a mandatory offer in accordance with Rule 26 of the Takeover Code. However, the Board currently has no intention to exercise the Repurchase Mandate. Save for the aforesaid, 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.

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:

| | Per Share | |
|--|-------------------------------|------------------------------|
| | Highest <i>HK\$</i> | Lowest <i>HK\$</i> |
| April 2005 | 2.00 | 1.59 |
| May 2005 | 1.60 | 1.37 |
| June 2005 | 1.48 | 1.32 |
| July 2005 | 1.56 | 1.34 |
| August 2005 | 1.55 | 1.39 |
| September 2005 | 1.53 | 1.38 |
| October 2005 | 1.44 | 1.08 |
| November 2005 | 1.32 | 1.09 |
| December 2005 | 1.26 | 1.02 |
| January 2006 | 1.23 | 1.10 |
| February 2006 | 1.53 | 1.14 |
| March 2006 | 1.28 | 1.13 |
| 1 April 2006 up to the Latest Practicable Date | 1.38 | 1.19 |

No purchase of Shares has 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 be proposed to be elected/re-elected at the AGM.

1. Mr. Wang Kang Ping

Mr. Wang Kang Ping, aged 37, joined TCL Corporation, the controlling Shareholder of the Company, in 2002 and is its Deputy Vice President. Mr. Wang has over 15 years of experience in the domestic electrical appliances industry. He has been the Chief Engineer in Shandong Hongyi Air-Conditioner Co. Ltd., Design Manager in Guangdong Kelon Air-Conditioner Co., Ltd., Assistant General Manager of Kelon (Japan) Co. Ltd., Managing Director of Guangdong Kelon Air-Conditioner Co., Ltd., Deputy Vice President of Guangdong Kelon Electrical Holdings Co. Ltd. and Vice President of the domestic electrical appliances department of TCL Corporation. Mr. Wang graduated from Beijing University of Aeronautics and Astronautics and China Europe International Business School, with a Master degree in Business Administration.

Save as disclosed herein, Mr. Wang does not have any relationship with any other directors, senior management or any substantial or controlling shareholders of the Company, and does not at present, and in the past three years did not, hold any directorship in any listed public company.

Mr. Wang holds 100,000 Shares and options to subscribe for 1,500,000 Shares. In respect of his interests in TCL Communication, a subsidiary of TCL Corporation, he holds 80,000 of its shares and options to subscribe for 1,521,294 of its shares. Save as disclosed herein, Mr. Wang does not have any other interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Wang has not entered into any service contract with the Company. He 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. The amount of director's emoluments to be received by Mr. Wang will be determined by the Board based on the recommendation by the Remuneration Committee, with reference to his duties and responsibilities with the Company and the market rate for the position.

2. Mr. Li Dong Sheng

Mr. Li Dong Sheng, Tomson, aged 48, is the founder and Chairman of the Group. Mr. Li has joined the Group for more than ten years. 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 chairman of TCL Communication and a director of a number of subsidiaries of TCL Corporation including OPTA Corporation (whose shares are listed on the NASDAQ Exchange (non-bulletin board)). 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.

Save as disclosed herein, Mr. Li does not have any relationship with any other directors, senior management or any substantial or controlling shareholders of the Company, and does not at present, and in the past three years did not, hold any directorship in any listed public company.

Mr. Li holds 17,232,000 Shares, and options to subscribe for 5,000,000 Shares. He holds 144,521,730 shares of TCL Corporation. In respect of his interests in TCL Communication, he holds 73,228,800 of its shares, and options to subscribe for 10,454,550 of its shares. Save as disclosed herein, he does not have any other interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Li has not entered into any service contract with the Company. He 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. Ms. Lu Zhong Li

Ms. Lu Zhong Li, aged 60, is an executive Director of the Company and is also an Executive Director and Senior Vice President of TCL Corporation. Ms. Lu graduated from Hubei University and is an accountant. Ms. Lu was appointed as a non-executive Director in 1999 and was re-designated as an executive Director in November 2001. Ms. Lu has over 38 years of experience in financing, taxation, accounting and financial management.

Save as disclosed herein, Ms. Lu does not have any relationship with any other directors, senior management or any substantial or controlling shareholders of the Company, and does not at present, and in the past three years did not, hold any directorship in any listed public company.

Ms. Lu holds options to subscribe for 2,500,000 Shares, options to subscribe for 2,727,275 shares in TCL Communication and has 23,569,661 shares in TCL Corporation. Save as disclosed herein, she does not have any other interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Ms. Lu has not entered into any service contract with the Company. She 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. Mr. Yan Yong

Mr. Yan Yong, aged 43, is an executive Director and the Managing Director of the Company. He is also an executive Director and Senior Vice President of TCL Corporation, an Executive Director of TCL Communication and a director of OPTA Corporation, whose shares are listed on the NASDAQ Exchange (non-bulletin board). Mr. Yan joined the Group in March 1999 and was appointed executive Director, Chief Financial Officer in October 2000, and the Managing Director in March 2004. He is responsible for all facets of finance and accounting, tax, legal and compliance functions of the Group, as well as strategic planning and business development. Prior to joining the Group, he was Vice President and PRC Country Manager at Tulip Computers (Asia) Limited. He holds MBA from Stanford University and a M. Sc. in Computer Science from Beijing University. He has over 10 years of management and finance experience in the United States and China.

Save as disclosed herein, Mr. Yan does not have any relationship with any other directors, senior management or any substantial or controlling shareholders of the Company, and does not at present, and in the past three years did not, hold any directorship in any listed public company.

Mr. Yan holds options to subscribe for 3,518,000 Shares, and options to subscribe for 2,145,456 shares in TCL Communication. Save as disclosed herein, he does not have any other interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Yan has not entered into any service contract with the Company. He 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.

5. Mr. Albert Thomas da Rosa, Junior

Mr. Albert Thomas da Rosa, Junior, aged 52, has 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 does 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 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, as a member of the Academic and Accreditation Advisory Committee of the Securities and Futures Commission, and as a member of the Panel of the Board of Review (Inland Revenue).

Mr. da Rosa does not have any relationship with any other directors, senior management or any substantial or controlling shareholders of the Company. Save as disclosed herein, he has not held any directorship in listed public companies in the last three years.

Mr. da Rosa holds options to subscribe for 300,000 Shares. Save as disclosed herein, he does not have any other interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

There is no service contract between the Company and Mr. da Rosa. He will hold office until the conclusion of the AGM and will be eligible for re-election at the AGM.

6. Mr. Tang Guliang

Mr. Tang Guliang, aged 43, is an independent non-executive Director. He joined the Company in 2004 and save for his directorship in the Company, he does 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.

Mr. Tang does not have any relationship with any other directors, senior management or any substantial or controlling shareholders of the Company. Save as disclosed herein, he has not held any directorship in listed public companies in the last three years.

Mr. Tang holds options to subscribe for 300,000 Shares. Save as disclosed herein, he does not have any other interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

There is no service contract between the Company and Mr. Tang. He will hold office until the conclusion of the AGM and will be eligible for re-election at the AGM.

7. Mr. Wang Bing

Mr. Wang Bing, aged 38, 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.

Mr. Wang does not have any relationship with any other directors, senior management or any substantial or controlling shareholders of the Company. Save as disclosed herein, he has not held any directorship in listed public companies in the last three years.

Mr. Wang holds options to subscribe for 300,000 Shares. Save as disclosed herein, he does not have any other interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

There is no service contract between the Company and Mr. Wang. He will hold office until the conclusion of the AGM and will be eligible for re-election at the AGM.

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| APPENDIX II | DETAILS OF DIRECTORS PROPOSED TO BE ELECTED/ RE-ELECTED AT THE AGM |
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Directors' Emoluments

The amounts of emoluments received by the above Directors, to be re-elected at the upcoming AGM, in 2005 are set out in the table below (in HK\$'000):

| | Salaries, allowances and benefits in kind | Performance related bonuses | Employee share option benefits | Pension scheme contributions | Total remuneration |
|--------------------------------------|---|-----------------------------------|---|------------------------------------|-----------------------|
| Mr. Li Dong Sheng | 650 | 200 | 853 | | 1,703 |
| Ms. Lu Zhong Li | 390 | | 427 | | 817 |
| Mr. Yan Yong | 1,073 | 195 | 597 | 56 | 1,921 |
| Mr. Albert Thomas da Rosa, Junior | 150 | | 51 | | 201 |
| Mr. Tang Guliang | 150 | | 51 | | 201 |
| Mr. Wang Bing | 150 | | 51 | | 201 |

The emoluments of the Directors were determined by the Board based on the adopted remuneration policy reviewed by the Remuneration Committee, with reference to the Directors' qualification and experience, responsibilities undertaken, contribution to the Group, and the prevailing market level of remuneration of similar position.

Other Information

Save as disclosed herein, there is no information which is discloseable nor are/were the above Directors to be elected/re-elected involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and the Board is not aware of any other matters which need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



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)

(the "Company")

NOTICE IS HEREBY GIVEN that the annual general meeting of the Company will be held at 2 p.m. on 8 June 2006 at Tianshan and Lushan Room, 5/F, Island Shangri-La Hong Kong Hotel, Two Pacific Place, Supreme Court Road, 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 2005.
- (2) To elect Mr. Wang Kang Ping as an executive Director and authorise the Board to fix his remuneration.
- (3) To re-elect the retiring Directors and authorise the Board to fix their remuneration.
- (4) To re-appoint Messrs. Ernst & Young as the Auditors and authorise the Board 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

NOTICE OF ANNUAL GENERAL MEETING

- (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

NOTICE OF ANNUAL GENERAL MEETING

- (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.”
- (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 122(a) of the existing articles of association of the Company as adopted by a special resolution passed on 18 May 2004 and amended by a special resolution passed at the annual general meeting held on 22 June 2005 be and is hereby amended by deleting “special” immediately before “resolution at any time remove any Director” and substituting therefor “ordinary””

By order of the Board
Li Dong Sheng
Chairman

Hong Kong, 28 April 2006

Notes:

1. The Hong Kong Branch Register of Members of the Company will be closed on 8 June 2006, on which date 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 8 June 2006, 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 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 7 June 2006.
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 to the notice of Annual General Meeting. 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 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the Annual General Meeting or any adjournment thereof.
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, Alastair Kenneth Ruskin Campbell and Didier Trutt as executive Directors, Albert Thomas da Rosa, Junior as non-executive Director and Tang Guliang, Wang Bing and Hon Fong Ming as independent non-executive Directors.