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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 MULTIMEDIA TECHNOLOGY HOLDINGS LIMITED**

*(incorporated in the Cayman Islands with limited liability)*  
(Stock Code: 1070)

**CIRCULAR ON  
GENERAL MANDATES TO ISSUE  
AND REPURCHASE SHARES,  
REFRESHMENT OF THE 10% LIMIT ON GRANT OF OPTIONS UNDER  
SHARE OPTION SCHEME  
AND  
RETIREMENT 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 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.

4 June 2007

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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 Gloucester Room, 2nd Floor, Mandarin Oriental Hong Kong, 5 Connaught Road, Central, Hong Kong on 30 June 2007, Saturday 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 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 Director 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% 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

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## DEFINITIONS

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“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	31 May 2007, 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
“Old Option Scheme”	the old share option scheme of the Company adopted on 12 May 2003 which expired on 11 November 2006
“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% of the aggregate nominal value of the share capital of the Company in issue at the date of approval of the mandate
“Scheme Mandate Limit”	the maximum number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme and all options scheme(s) of the Company
“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
“Share Option Scheme”	the share option scheme adopted by the Company on 15 February 2007
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeover Code”	Hong Kong Code on Takeovers and Mergers

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## 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 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

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## LETTER FROM THE CHAIRMAN

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### TCL MULTIMEDIA TECHNOLOGY HOLDINGS LIMITED

*(incorporated in the Cayman Islands with limited liability)*  
(Stock Code: 1070)

*Executive Directors:*

Li Dongsheng (*Chairman*)  
Lu Zhongli  
Wang Kangping  
Shi Wanwen  
Yuan Bing

*Non-executive Director:*

Albert Thomas da Rosa, Junior

*Independent Non-executive Directors:*

Tang Guliang  
Wang Bing  
Robert Maarten Westerhof

*Registered office:*

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

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

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

4 June 2007

*To: the Shareholders*

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE  
AND REPURCHASE SHARES,  
REFRESHMENT OF THE 10% LIMIT ON GRANT OF OPTIONS UNDER  
SHARE OPTION SCHEME  
AND  
RETIREMENT 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) granting to the Directors the General Mandate;
- (b) granting to the Directors the Repurchase Mandate;

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## LETTER FROM THE CHAIRMAN

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- (c) granting to the Directors the General Extension Mandate;
- (d) refreshing the Scheme Mandate Limit of the Share Option Scheme; and
- (e) retirement and re-election of Directors.

### **(2) GENERAL MANDATE**

It is proposed that a new General Mandate be granted to the Directors to issue further Shares. The aggregate number of Shares allotted or agreed to be allotted under the General Mandate must not exceed 20% of the aggregate issued share capital of the Company 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 8 June 2006, 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 the number of 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) REFRESHMENT OF THE 10% LIMIT ON GRANT OF OPTIONS UNDER SHARE OPTION SCHEME**

The Share Option Scheme was adopted by the Company on 15 February 2007. Apart from the Share Option Scheme, the Company has no other share option scheme currently in force.

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## LETTER FROM THE CHAIRMAN

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Pursuant to the Share Option Scheme, the maximum number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option scheme(s) of the Company (i.e. the Scheme Mandate Limit), shall not exceed 10% of the total number of Shares in issue as at the date of adoption of the Share Option Scheme, namely 390,295,172 Shares. The Company may refresh the Scheme Mandate Limit by ordinary resolution of the Shareholders at general meeting provided that:

- (a) the Scheme Mandate Limit so refreshed shall not exceed 10% of the total number of Shares in issue as at the date of the Shareholders' approval of the refreshment of the Scheme Mandate Limit; and
- (b) options previously granted under the Share Option Scheme and any other share option scheme(s) of the Company (including those outstanding, cancelled, or lapsed in accordance with the relevant scheme rules or exercised options) shall not be counted for the purpose of calculating the Scheme Mandate Limit as refreshed.

Notwithstanding the foregoing, the maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) of the Company must not in aggregate exceed 30% of the total number of Shares in issue from time to time.

The Company has previously granted options only under the Old Option Scheme but not the Share Option Scheme. As at the Latest Practicable Date, options carrying rights to subscribe for 180,920,000 Shares have been granted under the Old Option Scheme, of which options to subscribe for 17,850,000 Shares have lapsed. Accordingly, the available limit under the Scheme Mandate Limit can only allow the grant of options to subscribe for 227,225,172 Shares, representing about 5.82% of the issued share capital of the Company.

In view of the Group's current financial position, the Board considers that share option will be important tools for motivating the Group's employees to work hard to achieve overall improvement of the Company. As the granting of options to the employees of the Group will not affect the Group's cash flow but will help the Company to retain and/or recruit employees and to provide them with a direct economic interest in attaining the long term business objectives of the Company, the Board has decided to grant to those eligible persons such number of options which will provide sufficient incentives to them to achieve the Group's business goals. In order to facilitate the Company to maximise the use of options to retain and/or recruit employees, the Company wishes to take the opportunity of the AGM to seek Shareholders' approval for refreshment of the Scheme Mandate Limit.

If the refreshment of the Scheme Mandate Limit is approved at the AGM, based on the 3,902,951,727 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be allotted and issued and no Shares will be repurchased after the Latest Practicable Date and up to the date of the AGM, the Company may grant further options carrying rights to subscribe for up to a total of 390,295,172 Shares under the Share Option Scheme (representing 10% of the issued share capital of the Company as at the date of the AGM).



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## LETTER FROM THE CHAIRMAN

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The Board considers that refreshment of the Scheme Mandate Limit is in the interests of the Company and its Shareholders as a whole.

The refreshment of the Scheme Mandate Limit is conditional on:

- (a) the passing of the necessary resolution to approve the refreshment of the Scheme Mandate Limit by the Shareholders at the AGM; and
- (b) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in such number of Shares representing 10% of the Shares in issue as at the date of the AGM, which may be issued pursuant to exercise of options to be granted under the refreshed Scheme Mandate Limit.

Application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Shares to be issued by the Company (representing 10% of the Shares in issue as at the date of the AGM) which may be issued pursuant to exercise of options to be granted under the refreshed Scheme Mandate Limit.

### (6) RE-ELECTION OF DIRECTORS

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

<b>Name</b>	<b>Position</b>
(i) Mr. Albert Thomas da Rosa, Junior	Non-executive Director
(ii) Mr. Tang Guliang	Independent Non-executive Director
(iii) Mr. Wang Bing	Independent Non-executive Director

Mr. Wang Bing has notified the Company that he will not offer himself for re-election at the AGM. He 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.

After the retirement of Mr. Wang, there will remain only two independent non-executive Directors in the Board, below the minimum number of three independent non-executive directors as required under Rule 3.10(1) of the Listing Rules. The Board is in the process of identifying a suitable candidate to act as an independent non-executive Director to fulfil the said Listing Rule requirement.

Mr. da Rosa and Mr. Tang, being eligible, will offer themselves for re-election at the AGM. If elected, they will hold office until the conclusion of the next annual general meeting of the Company.

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## LETTER FROM THE CHAIRMAN

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### **(7) ANNUAL GENERAL MEETING**

A notice convening the AGM to be held on 30 June 2007 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, 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.

### **(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.

### **(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**

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

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## LETTER FROM THE CHAIRMAN

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- (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 Dongsheng**  
*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 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 2006, 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, or 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.

## **(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. 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 in the Company increasing to approximately 43.05% and accordingly TCL Corporation 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.

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**APPENDIX I                      EXPLANATORY STATEMENT ON REPURCHASE OF SHARES**

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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>
May 2006	1.21	0.91
June 2006	0.95	0.73
July 2006	0.83	0.67
August 2006	0.70	0.57
September 2006	0.76	0.59
October 2006	0.76	0.69
November 2006	0.82	0.59
December 2006	0.65	0.53
January 2007	0.61	0.54
February 2007	0.64	0.56
March 2007	0.63	0.51
April 2007	0.77	0.55
May 2007 (up to the Latest Practicable Date)	0.71	0.53

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 re-elected at the AGM.

**1. Mr. Albert Thomas da Rosa, Junior**

Mr. Albert Thomas da Rosa, Junior, aged 53, 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 for 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 holds options to subscribe for 300,000 Shares. There is no service contract between the Company and Mr. da Rosa.

Mr. da Rosa had been a non-executive director of Innovative International (Holdings) Limited ("Innovative"), a company incorporated in Bermuda, until his retirement at the conclusion of its annual general meeting held on 3 September 2001. Innovative was subsequently renamed as Carico (Holdings) Limited, also listed on the Stock Exchange. Innovative was then an investment holding company and its subsidiaries were principally engaged in the design, manufacturing and marketing of antennae and car-related consumer products as well as strategic development and investment. Innovative entered into a debt restructuring agreement in July 2001 for an amount of debt of approximately HK\$660 million. Receivers and managers of all the properties and assets of Innovative were appointed in October 2001 pursuant to the terms of a composite guarantee and debenture granted to its secured creditors. Thereafter, Innovative entered into schemes of arrangement for restructuring in both Hong Kong and Bermuda. The restructuring was completed on 20 December 2002.

**2. Mr. Tang Guliang**

Mr. Tang Guliang, aged 44, 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 University of International Business and Economics, School of Business 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 holds options to subscribe for 300,000 Shares. There is no service contract between the Company and Mr. Tang.

### Directors' Emoluments

The amounts of emoluments received by the above Directors, to be re-elected at the upcoming AGM, in 2006 are set out in the table below (in HK\$'000):

	Fees	Salaries, allowances and benefits in kind	Performance related bonuses	Employee share option benefits	Pension scheme contributions	Total remuneration
Mr. Albert Thomas da Rosa, Junior	225	-	-	49	-	274
Mr. Tang Guliang	225	-	-	49	-	274

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

If re-elected at the AGM, each of the above Directors will hold office until the conclusion of the next annual general meeting of the Company. Save as disclosed herein, the above Directors have not held any directorship in listed public companies in the last three years, they do not have any interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance, they do not have any relationship with any other directors, senior management or any substantial or controlling shareholders of the Company, and there is no information which is discloseable nor are/were the above Directors 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.



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## NOTICE OF ANNUAL GENERAL MEETING

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### 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 will be held at Gloucester Room, 2nd Floor, Mandarin Oriental Hong Kong, 5 Connaught Road, Central, Hong Kong on 30 June 2007, Saturday at 10 a.m. 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 2006.
- (2) To re-elect the retiring Directors and authorize the board of Directors ("Board") to fix the Directors' remuneration.
- (3) 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

- (4) **"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 ("Shares") 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 20% 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 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).”

- (5) **“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 10% 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

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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.”
- (6) “**THAT**, subject to the availability of unissued share capital and conditional upon the resolutions nos. (4) and (5) above being passed, the aggregate nominal amount of the Shares which are repurchased by the Company pursuant to and in accordance with resolution no. (5) 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. (4) above.”
- (7) “**THAT**, subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in such number of Shares in the capital of the Company representing 10% of the Shares in issue as at the date of passing this resolution, which may be issued pursuant to exercise of options to be granted under the Refreshed Scheme Mandate Limit (as defined below), the existing scheme mandate limit under the share option scheme adopted by the Company on 15 February 2007 (“Share Option Scheme”) be refreshed so that the number of Shares to be allotted and issued pursuant to the exercise of the options under the Share Option Scheme and other share option scheme(s) of the Company (excluding options previously granted, outstanding, cancelled, lapsed or exercised) shall not exceed 10% of the Shares in issue as at the date of the passing of this resolution (“Refreshed Scheme Mandate Limit”) and that any director of the Company be and are hereby authorized to do such act and execute such document to effect the Refreshed Scheme Mandate Limit.”

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

Hong Kong, 4 June 2007

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. The Hong Kong Branch Register of Members of the Company will be closed 30 June 2007, 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 30 June 2007, 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 29 June 2007.
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. (4) and (6) 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 (4) above.

*As at the date of this notice, the Board is composed of Li Dongsheng, Lu Zhongli, Wang Kangping, Shi Wanwen and Yuan Bing as executive directors, Albert Thomas da Rosa, Junior as non-executive director, and Tang Guliang, Wang Bing and Robert Maarten Westerhof as independent non-executive directors.*