
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 MULTIMEDIA TECHNOLOGY HOLDINGS LIMITED

TCL多媒體科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1070)

**CIRCULAR ON
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
FURTHER AWARD UNDER RESTRICTED SHARE AWARD SCHEME**

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, Tricor 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.

20 March 2008

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DEFINITIONS

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

“Adoption Date”	6 February 2008, being the date on which the Board adopted the Scheme
“AGM”	the annual general meeting of the Company to be held at Vinson Room, Level 5, Pacific Place Conference Centre, One Pacific Place, 88 Queensway, Hong Kong on 21 April 2008, Monday at 2:30 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 included herein
“Announcement”	the announcement of the Company dated 6 February 2008 regarding the adoption of the Scheme
“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) or where applicable, such committee or sub-committee or person(s) delegated with the power and authority by the Board to administer the Scheme
“Company”	TCL Multimedia Technology Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange (stock code: 1070)
“Connected Person(s)”	has the meaning ascribed thereto in the Listing Rules
“Director(s)”	the director(s) of the Company
“Employee”	any employee (whether full-time or part-time) of any member of the Group (including without limitation any executive and non-executive director of any member of the Group)
“Excluded Employee”	any Employee who is resident in a place where the award of the Restricted Shares and/or the award of the Returned Shares and/or the vesting and transfer of Shares pursuant to the terms of the Scheme is not permitted under the laws and regulations of such place or where in the view of the Board or the Trustee (as the case may be) compliance with applicable laws and regulations in such place make it necessary or expedient to exclude such Employee

DEFINITIONS

“Further Award”	the further award(s) to be made under the Scheme as mentioned in the paragraph headed “Further Award”
“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
“Group Company”	the Company or any company which is 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
“Initial Award”	the initial payment of HK\$50 million by the Company for the purchase of the Shares to be awarded to the Selected Employees under the Scheme
“Latest Practicable Date”	17 March 2008, 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”	Tricor 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
“Returned Shares”	such awarded Shares which are not vested and/or forfeited in accordance with the terms of the Scheme Rules

DEFINITIONS

“Scheme”	the Restricted Share Award Scheme of the Company adopted by the Board on 6 February 2008 whereby awards of Shares may be made to Employees (such Shares being purchased by the Trustee) under the Scheme
“Scheme Rules”	the rules relating to the Scheme
“Selected Employee(s)”	Employee(s) selected by the Board and employee(s) of the Group selected by the Trustee in respect of the Returned Shares in its absolute discretion, after having taken into consideration recommendations of the Board, for participation in the Scheme pursuant to the Scheme Rules
“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)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary(ies)”	subsidiary(ies) of the Company from time to time within the meaning of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)
“Takeover Code”	Hong Kong Code on Takeovers and Mergers
“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
“TCL Communication”	TCL Communication Technology Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (stock code: 2618)
“Trust”	the trust constituted by the Trust Deed
“Trust Deed”	the trust deed dated 6 February 2008 made between the Company as settlor and the Trustee as trustee, which deed establishes the Scheme

DEFINITIONS

- “Trust Period”
- the period beginning with the Adoption Date and ending upon the first to happen of the following, namely:
- (a) such date, being the 10th anniversary date of the Adoption Date; or
 - (b) the date when an order for the winding-up of the Company is made or a resolution is passed for the voluntary winding-up of the Company (otherwise than for the purposes of, and followed by, an amalgamation or reconstruction in such circumstances that substantially the whole of the undertaking, assets and liabilities of the Company pass to a successor company); or
 - (c) the date as may be informed by the Company that the Scheme shall be terminated
- “Trustee”
- BOCI-Prudential Trustee Limited (which is independent and not connected with the Company)

LETTER FROM THE BOARD



TCL MULTIMEDIA TECHNOLOGY HOLDINGS LIMITED

TCL多媒體科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1070)

Executive Directors:

Li Dongsheng (*Chairman*)
Leong Yue Wing (*Chief Executive Officer*)
Yuan Bing
Shi Wanwen
Wang Kangping
Lu Zhongli

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:*

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

Independent non-executive Directors:

Tang Guliang
Robert Maarten Westerhof
Wu Shihong

20 March 2008

To: *the Shareholders*

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
FURTHER AWARD UNDER RESTRICTED SHARE AWARD SCHEME**

(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;

LETTER FROM THE BOARD

- (d) re-election of Directors; and
- (e) authorizing the Board to implement the Scheme to its full extent to make further Awards under the Scheme.

(2) VARIOUS MANDATE

On 30 June 2007, resolutions for the General Mandate, Repurchase Mandate and the General Extension Mandate in force up to the conclusion of the AGM were passed by the Shareholders. All the aforesaid mandates will lapse at the conclusion of the AGM.

(a) GENERAL MANDATE

An ordinary resolution will be proposed at the AGM to approve the granting of a new General Mandate. The new General Mandate, if granted, will allow the Directors to issue and allot further Shares prevailing up to 20 per cent 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.

(b) REPURCHASE MANDATE

An ordinary resolution will be proposed at the AGM to approve the grant of a new Repurchase Mandate. The new Repurchase Mandate, if granted, will allow the Directors to exercise all the powers of the Company to repurchase its own Shares not exceeding 10% of the issued share capital of the Company as at the date of passing the relevant resolution.

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.

(c) 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.

LETTER FROM THE BOARD

(3) RE-ELECTION OF DIRECTORS

In accordance with the Articles, the following Directors shall retire from office by rotation at the close of the AGM (Mr. Westerhof's office will only until the conclusion of the AGM) .

Name	Position
(a) Mr. Li Dongsheng	Executive Director
(b) Ms. Lu Zhongli	Executive Director
(c) Mr. Wang Kangping	Executive Director
(d) Mr. Robert Maarten Westerhof	Independent non-executive Director

All of them, being eligible, will offer themselves for re-election Directors at the AGM. If elected, Mr. Westerhof will hold office until the conclusion of the next annual general meeting of the Company.

Further, the following Directors will hold office until the conclusion of the AGM:

(a) Mr. Albert Thomas da Rosa, Junior	Non-executive Director
(b) Mr. Tang Guliang	Independent Non-executive Director
(c) Ms. Wu Shihong	Independent Non-executive Director

All of them, 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.

If elected, all the aforesaid Directors will be subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. Their particulars required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

(4) ADOPTION OF THE SCHEME, INITIAL AWARD AND FURTHER AWARD

(a) ADOPTION OF THE SCHEME

Reference is made to the Announcement. The Board on 6 February 2008 resolved to adopt the Scheme pursuant to which existing Shares would be purchased by the Trustee from the market out of cash contributed by the Group and be held in trust for the relevant Selected Employees until such Shares are vested with the relevant Selected Employees in accordance with the provisions of the Scheme.

The Scheme does not constitute a share option scheme pursuant to Chapter 17 of the Listing Rules and is a discretionary scheme of the Company.

LETTER FROM THE BOARD

(b) INITIAL AWARD

The Board also resolved on 6 February 2008 to provide the Trustee a total sum not exceeding HK\$50 million for the purchase of Shares to be awarded to the Selected Employees as a recognition of their contributions and an incentive to retain them for the continual operation and development of the Group. The Company included the top 200 managers as the Selected Employees for the Initial Award. Based on the closing price of HK\$0.46 per Share as at the date of the Announcement, the number of Shares in board lot to be purchased was about 108,694,000 Shares, which represents approximately 2 per cent of the issued share capital of the Company as at the date of the Announcement. As at the Latest Practicable Date, a total of 12,050,000 Shares were purchased under the Scheme.

(c) FURTHER AWARD

To enhance the transparency of the management of the Company, the Board proposed to put to the Shareholders for approval a resolution allowing the Board to implement the Scheme to its full extent (i.e. to provide further funds to the Trustee in accordance with the terms of the Scheme Rules for purchase of Shares up to ten per cent of the issued share capital of the Company as at the Adoption Date). If the resolution regarding the Scheme, details of which are set out in the AGM Notice, is passed by the Shareholders, the Board would be empowered to provide further funds to the Trustee in accordance with the terms of the Scheme Rules for purchase of Shares up to 583,634,359 Shares (ten per cent of the issued share capital of the Company as at the Adoption Date) for the purpose of the Scheme. A summary of the Scheme Rules is set out in Appendix III of this circular.

(d) REASONS FOR ADOPTION OF THE SCHEME

The Directors strongly believe that the future success of the Company is closely tied to the commitment and efforts of the Employees. The Scheme has been adopted to increase the degree to which the Employees' interests are directly tied to the fortunes of the Company and its shareholders. The awards granted under the Scheme enables the Selected Employees to see their fortunes more directly linked to that of the shareholders through the mechanism of Shares awarded under the Scheme. Awards under the Scheme are calculated on the basis of specific pre-defined criteria that directly links to the Company's operating performance. Quantitative criteria are used where possible.

The implementation of the Scheme would have the incidental effect of allowing the Trustee to purchase the Shares at the most advantageous pricing within the allowed window.

LETTER FROM THE BOARD

(5) ANNUAL GENERAL MEETING

A notice convening the AGM to be held on 21 April 2008 is set out on pages 23 to 26 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, Tricor 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.

(6) RECOMMENDATION

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

(7) 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.

LETTER FROM THE BOARD

(8) 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
- (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 to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolutions to be proposed at the AGM in relation to the new Repurchase Mandate.

(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:

(a) EXERCISE OF THE REPURCHASE MANDATE

Exercise in full of the Repurchase Mandate, on the basis of 5,836,343,590 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 583,634,359 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.

(b) 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.

(c) 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 2007, 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 2,304,181,933 Shares representing approximately 39.48% of the issued share capital of the Company. Mr. Li Dongsheng held 111,666,579 Shares, representing 1.91% of the issued Share capital of the Company as at the Latest Practicable Date. Mr. Li Dongsheng being a director of TCL Corporation is presumed to be acting in concert with TCL Corporation for the purpose of the Takeover Code and his collective shareholding with TCL Corporation amounts to 41.39%. Assuming that no further Shares are allotted and issued or repurchased after the Latest Practicable Date and up to the date of the AGM, and if the Company were to exercise the Repurchase Mandate in full, the percentage shareholding of TCL Corporation would increase to approximately 43.87% (hence making the collective shareholdings of TCL Corporation be increased to 45.99% of the issued share capital of the Company). In the event of such increase, TCL Industries and Mr. Li (if they are unable to rebut the presumption to be acting in concert) may

be obliged to make a mandatory offer under Rule 26 of the Takeover Code as the aggregate percentage shareholding of them would increase by more than 2% of the voting rights of the Company. 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 2007	0.647	0.500
May 2007	0.607	0.487
June 2007	0.840	0.547
July 2007	0.710	0.550
August 2007	0.600	0.425
September 2007	0.510	0.445
October 2007	0.590	0.460
November 2007	0.550	0.435
December 2007	0.550	0.425
January 2008	0.560	0.385
February 2008	0.485	0.430
March 2008 (up to the Latest Practicable Date)	0.470	0.330

During the previous six months, the Company repurchased its own Shares on the Stock Exchange as follows:

Date of repurchase	No. of Shares repurchased	Purchase price per share		Aggregate consideration
		Highest (in HK\$)	Lowest (in HK\$)	
13 December 2007	500,000	0.455	0.455	227,500
17 December 2007	3,000,000	0.455	0.435	1,318,460
18 December 2007	500,000	0.435	0.43	217,000
19 December 2007	7,484,000	0.45	0.435	3,317,550
20 December 2007	5,228,000	0.455	0.445	2,342,330
16 January 2008	1,272,000	0.455	0.45	574,900
30 January 2008	100,000	0.39	0.39	39,000
Total:	<u>18,084,000</u>			<u>8,036,740</u>

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. LI DONGSHENG

Mr. Li Dongsheng, aged 50, 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)
- 2005, One of the most influential entrepreneurs by China Entrepreneur
- 2006, One of the most influential entrepreneurs by China Entrepreneur
- 2007, "Corporate Leadership Award" by the US-Sino Forum in Chicago

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. He is also an independent non-executive director of Tencent Holdings Limited, a company listed on the Stock Exchange. Mr. Li is an engineer and holds a Bachelor of Science Degree from Huanan Polytechnic University.

Mr. Li holds 111,666,579 Shares, and options to subscribe for 23,990,028 Shares. He holds 97,562,400 shares of TCL Corporation. In respect of his interests in TCL Communication, he holds 110,000,800 of its shares, and options to subscribe for 26,512,050 of its shares. Mr. Li has not entered into any service contract with the Company.

2. MS. LU ZHONGLI

Ms. Lu Zhong Li, aged 61, is an executive Director of the Company. She is also a director of TCL Finance Co. Ltd. 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.

Ms. Lu holds options to subscribe for 4,300,033 Shares, options to subscribe for 7,748,225 shares in TCL Communication and has 4,908,179 shares in TCL Corporation. Ms. Lu has not entered into any service contract with the Company.

3. MR. WANG KANGPING

Mr. Wang Kangping, aged 39, joined TCL Corp, in 2002 and is its deputy vice president. Mr. Wang has over 15 years of experience in the domestic electrical appliances industry. He was 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 president of the domestic electrical appliances department of TCL Corp. Mr. Wang graduated from Beijing University of Aeronautics and Astronautics and China Europe International Business School, with a Master degree in Business Administration.

Mr. Wang holds 150,000 Shares, and options to subscribe for 1,680,000 Shares. In respect of his interests in TCL Communication, he holds 80,000 of its shares, and options to subscribe for 3,027,274 of its shares. Mr. Wang has not entered into any service contract with the Company.

4. MR. ROBERT MAARTEN WESTERHOF

Mr. Robert Maarten Westerhof, aged 63, has over thirty years' experience in the electronics industry. He was formerly the Executive Vice President of Philips Electronics' operations in Asia and North America. Since 2004, he has been the President of the renowned Dutch football club PSV. He is now a director of Getronics NV, an information technology company listed on the Amsterdam Exchanges, Teleplan International GmbH, a hardware services provider listed on the Frankfurt Stock Exchange and HHK Plc, a healthcare company listed on the London Stock Exchange.

He is now also a member of the advisory board of Verdonck, Klooster & Associates, a software company based in the Netherlands. Mr. Westerhof holds a Master degree in Business Administration from the Erasmus University of Rotterdam. He is also a graduate of Harvard Business School's Advanced Management Program and International Senior Management Program.

Due to Mr. Westerhof's extensive experience in the electronics industry, the Company engaged Mr. Westerhof as a consultant from about September 2004 until August 2006 to provide general insight on market sentiment and the global electronics industry. Such services were of a general nature, and Mr. Westerhof had not been involved in any decision-making process regarding any aspect of the business of the Company or its subsidiaries. His remuneration from the Company was also rather immaterial in size. Therefore, Mr. Westerhof considers and the Company agrees that his consultancy services provided to the Company in the past are general and immaterial in nature, and thus does not affect his independence.

Mr. Westerhof does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Westerhof has not entered into any service contract with the Company.

5. MR. ALBERT THOMAS DA ROSA, JUNIOR

Mr. Albert Thomas da Rosa, Junior, aged 54, 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 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 360,000 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.

6. MR. TANG GULIANG

Mr. Tang Guliang, aged 45, 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 360,000 Shares. There is no service contract between the Company and Mr. Tang.

7. MS. WU SHIHONG

Ms. Wu Shihong, aged 51, is an independent non-executive Director. Ms. Wu has extensive experience in the information technology industry. Ms. Wu joined IBM China in 1985 and she was General Manager, Channel Management of IBM China from May 1997 to February 1998. She then became General Manager of Microsoft China Co. Ltd. until August 1999. From 1999 to 2002, Ms. Wu was the Vice President of TCL Corporation, the ultimate controlling Shareholder, and General Manager of TCL Information Technology Industrial (Group) Co. Ltd., a wholly-owned subsidiary of the Company. Since January 2002, she has been studying in the area of philanthropy. Ms. Wu was elected by the Fortune magazine as # 24 of the “Most Powerful Business Women in the World, Year 2002”. She is the author of the book “Up Against The Wind – Microsoft, IBM and I” (published by Guangming Daily Publisher, October 1999), and translator of the books “How to Change the World: Social Entrepreneurs and the Power of New Ideas” (by David Bornstein, published by Xinxing Publishing House, May 2006) and “Banker to the Poor: Microlending and the Battle Against World Poverty” (by Prof. Muhammad Yunus, founder of the Grameen Bank, published by Sanlian Daily Publisher, May, 2006).

Ms. Wu does not have any interests in the 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 Ms. Wu.

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

DIRECTORS' EMOLUMENTS

The amounts of emoluments received by the above Directors, to be re-elected at the upcoming AGM, in 2007 are set out in the table below (in HK\$'000):

	Fees <i>HK\$'000</i>	Salaries, allowances and benefits in kind <i>HK\$'000</i>	Performance related bonuses <i>HK\$'000</i>	Employee share option benefits <i>HK\$'000</i>	Pension scheme contributions <i>HK\$'000</i>	Total remuneration <i>HK\$'000</i>
Mr. Li Dongsheng	–	1,397	2,060	1,396	35	4,888
Ms. Lu Zhongli	–	390	–	176	–	566
Mr. Wang Kangping	–	–	–	49	–	49
Mr. Robert Maarten Westerhof	150	–	–	–	–	150
Mr. Albert Thomas da Rosa, Junior	225	–	–	10	–	235
Mr. Tang Guliang	225	–	–	10	–	235
Ms. Wu Shihong	112	–	–	–	–	112

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 elected at the AGM, all the aforesaid Directors will be subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles and each of Mr. Westerhof, Mr. da Rosa, Mr. Tang and Ms. Wu 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.

The following is a summary of the Scheme Rules:

(1) PURPOSES AND OBJECTIVES

The purpose of the Scheme is to recognise and motivate the contribution of certain Employees and to provide incentives and help the Group in retaining its existing Employees and recruiting additional Employees and to provide them with a direct economic interest in attaining the long-term business objectives of the Company.

(2) ADMINISTRATION

The Scheme shall be subject to the administration of the Board in accordance with the Scheme Rules.

(3) MAXIMUM LIMIT

The Board shall not make any further award of Shares which will result in the aggregate number of shares awarded by the Board throughout the duration of the Scheme to be in excess of ten per cent of the issued share capital of the Company as at the Adoption Date. The maximum number of Shares which may be awarded to a Selected Employee under the Scheme shall not exceed one per cent of the issued share capital of the Company as at the Adoption Date.

(4) RESTRICTIONS

No instructions and no payments to purchase Shares shall be given to the Trustee when any Director is in possession of unpublished price sensitive information in relation to the Company or where dealings by Directors are prohibited under any code or requirement of the Listing Rules and all applicable laws from time to time.

(5) OPERATION

Pursuant to the Scheme Rules, the Board shall select the Selected Employee(s) and determine the number of shares to be awarded. The Board shall cause to pay the Trustee the purchase price and the related expenses from the Company's resources for the Shares to be purchased by the Trustee. The Trustee shall purchase from the market such number of Shares awarded as specified by the Board and shall hold such Shares until they are vested in accordance with the Scheme Rules.

When the Selected Employee has satisfied all vesting conditions specified by the Board at the time of making the award and become entitled to the Shares forming the subject of the award, the Trustee shall transfer the relevant vested Shares to that employee at no cost. The Selected Employee however is not entitled to receive any income or distribution, such as dividend derived from the Shares allocated to him. The said income or distributions shall be used by the Trustee for payment of the Trustee's fees or expenses or for purchase of further Shares for the Scheme.

(6) VESTING AND LAPSE

Unless otherwise determined by the Board at its discretion, Restricted Shares held by the Trustee upon the Trust and which are referable to a Selected Employee shall not vest in the Selected Employee under the following circumstances:

- in the event of any failure of the Selected Employee to remain as an employee of the Group Company on the date which the Restricted Shares are supposed to be vested to him;
- in the event that the Selected Employee fails to achieve the key performance indicator or such other condition(s) as specified in the Grant Letter;
- in the event that the Selected Employee(s) fails to return duly executed transfer documents prescribed by the Trustee for the relevant Restricted Shares within the stipulated period; and
- in the event of the death of Selected Employee.

Unless otherwise determined by the Board at its discretion, an award shall automatically lapse when (i) a Selected Employee fails to satisfy any condition as set out in the letter of grant, or (ii) the Subsidiary employing the Selected Employee ceases to be a Subsidiary, or (iii) an order for the winding-up of the Company is made or a resolution is passed for the voluntary winding-up of the Company (otherwise than for the purposes of, and followed by, an amalgamation or reconstruction in such circumstances that substantially the whole of the undertaking, assets and liabilities of the Company pass to a successor company). In any event, the relevant Shares awarded shall not vest on the relevant vesting date but shall become Returned Shares and shall be held as Returned Shares for the purposes of the Scheme.

In the event (i) a Selected Employee is found to be an Excluded Employee or (ii) a Selected Employee fails to return duly executed transfer documents within the stipulated period, the relevant part of an award made to such Selected Employee shall automatically lapse forthwith and the relevant Shares awarded shall not vest on the relevant vesting date but shall become Returned Shares for the purposes of the Scheme. If there occurs an event of change in control (as specified in The Codes on Takeovers and Mergers and Share Repurchases from time to time) of the Company, whether by way of offer, merger, scheme of arrangement or otherwise, all the awarded Shares shall immediately vest on the date when such change in control event becomes or is declared unconditional and such date shall be deemed the vesting date. Where the awarded Shares do not vest in accordance with the Scheme Rules, the Trustee shall hold such Shares for the benefit of one or more employees of the Group as it determines in its discretion, after having taken into account the recommendations of the Board.

(7) VOTING RIGHTS

The Trustee shall not exercise the voting rights in respect of any Shares held under the Trust (including but not limited to the awarded Shares, and further Shares acquired out of the income derived therefrom).

(8) DURATION AND TERMINATION

The Scheme shall be effective from the Adoption Date and shall continue in full force and effect for a term of 5 years and shall be automatically renewed for one successive 5 year term unless sooner terminated as determined by the Board of Directors provided that the Board must give a 3 months prior notice for such termination and the termination shall not affect any subsisting rights of any Selected Employee hereunder. Upon termination, all awarded Shares shall become vested on the Selected Employees so referable on such date of termination, subject to the receipt by the Trustee of the transfer documents duly executed by the Selected Employees within the stipulated period. Net sale proceeds (after making appropriate deductions) of the Returned Shares and such non-cash income together with the residual cash and such other funds remaining in the Trust shall be remitted to the Company forthwith after the sale.

NOTICE OF ANNUAL GENERAL MEETING

The logo consists of the letters "TCL" in a bold, white, sans-serif font, centered within a solid black square.

TCL MULTIMEDIA TECHNOLOGY HOLDINGS LIMITED

TCL多媒體科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1070)

(the "Company")

NOTICE IS HEREBY GIVEN that the annual general meeting of the Company (the "AGM") will be held at Vinson Room, Level 5, Pacific Place Conference Centre, One Pacific Place, 88 Queensway, Hong Kong, on 21 April 2008, Monday at 2:30 p.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 2007.
- (2) To re-elect the retiring Directors and the Directors who hold office until the conclusion of the AGM 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 ("Share") or securities convertible into Shares or options, warrants or similar rights to subscribe for any Shares or such convertible securities 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 (a) on a Rights Issue (as hereinafter defined) or (b) upon the exercise of any options 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 (c)

NOTICE OF ANNUAL GENERAL MEETING

upon the exercise of rights of subscription or conversion attaching to any warrants or convertible bonds issued by the Company or any securities which are convertible into Shares the issue of which warrants and other securities has previously been approved by shareholders of the Company or (d) as any scrip dividend or similar arrangements pursuant to the articles of association of the Company, not exceeding twenty per cent. of the issued share capital of the Company as at the date of this resolution; and

- (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 authorize 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

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- (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.”
- (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** the adoption of the Restricted Share Award Scheme (the “Scheme”) is hereby confirmed and ratified and the Directors be and are hereby authorized to make such awards from time to time under the Scheme in accordance with the Scheme Rules (a copy of the Scheme Rules has been produced to this meeting marked “A” and signed by the Chairman of this meeting for the purpose of identification) provided always that the aggregate number of shares of the Company awarded under the Scheme shall not exceed ten per cent of the issued share capital of the Company as at the Adoption Date of 6 February 2008 and the Directors be and are hereby authorized to execute any documents and instruments as may be necessary and to do all such acts and things as they consider necessary or expedient or desirable to implement the Scheme.”

By order of the Board
Li Dongsheng
Chairman

Hong Kong, 20 March 2008

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Notes:

1. The Hong Kong Branch Register of Members of the Company will be closed 21 April 2008, on which date no transfers of Shares will be registered. In order to be eligible to attend and vote at the AGM to be held on 21 April 2008, all transfers accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 18 April 2008.
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 AGM 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 AGM 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 AGM is enclosed to the notice of AGM. 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, Tricor 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 AGM 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, Leong Yue Wing, Yuan Bing, Shi Wanwen, Wang Kangping and Lu Zhongli as executive directors, Albert Thomas da Rosa, Junior as non-executive director, and Tang Guliang, Robert Maarten Westerhof and Wu Shihong as independent non-executive directors.