



TCL MULTIMEDIA TECHNOLOGY HOLDINGS LIMITED
(TCL多媒體科技控股有限公司)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01070)

PROXY FORM FOR EXTRAORDINARY GENERAL MEETING

I/We^(Note 1) _____
of _____
being the registered holder(s) of^(Note 2) _____
shares of nominal value of HK\$0.10 each (the "Shares") in the share capital of **TCL MULTIMEDIA TECHNOLOGY HOLDINGS LIMITED** (the "Company") **HEREBY APPOINT**^(Note 3) the Chairman of the Meeting) _____
or _____
of _____

as my/our proxy: (a) to act for me/us at the extraordinary general meeting of the Company to be held at Salon I & II, Mezzanine Level, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong at 5:00 p.m. on Friday, 15 August 2008 or any adjournment thereof (the "Meeting") for the purpose of considering and, if thought fit, passing the resolution (the "Resolution") as set out in the notice convening the Meeting; and (b) at the Meeting to vote for me/us and in my/our name(s) in respect of the Resolution as hereunder indicated or, if no such indication is given, as my/our voting proxy thinks fit.

Ordinary Resolution	For ^(Note 4)	Against ^(Note 4)
<p>To approve the Ordinary Resolution, the content of which is reproduced below:</p> <p>"THAT the execution of the subscription agreements (the "Subscription Agreements") dated 30 May 2008 and entered into between the Company and the Subscribers (as defined in the circular of the Company dated 31 July 2008), respectively, in relation to the subscription of 4,386,432,755 shares of HK\$0.10 each in the share capital of the Company (the "Subscription Shares") at a price of HK\$0.275 per Subscription Share (the "Subscription"), a copy of each of the Subscription Agreements has been produced to the meeting marked "A" and initialled by the chairman of the meeting for identification purpose and the Subscription and the performance by the Company thereof and the transactions contemplated thereby be and are hereby confirmed, ratified and approved; and that any one or more of the Directors be and are hereby authorized to sign or execute such other documents or supplemental agreements or deeds on behalf of the Company and to do all such things and take all such actions as he or they may consider necessary or desirable for the purpose of giving effect to the Subscription Agreements and completing the transactions contemplated by the Subscription Agreements with such changes as any such Director(s) may consider necessary, desirable or expedient; and THAT the waiver for T.C.L. Industries Holdings (H.K.) Limited and its parties acting in concert from the obligations which may arise under Rule 26 of the Hong Kong Code on Takeovers and Mergers promulgated by the Securities and Futures Commission to make a general offer for all the shares of the Company not already owned or agreed to be acquired by them as a result of the completion of the Subscription be and is hereby approved; and THAT the Directors be and are hereby authorized to issue and allot 4,386,432,755 shares of HK\$0.10 each in the share capital of the Company to the Subscribers (or to such other person or persons as they may nominate) upon the completion of the Subscription pursuant to the terms of the Subscription Agreements."</p>		

Date: _____ 2008 Signature(s): ^(Note 5) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
3. A member entitled to attend and vote at the Meeting is entitled to appoint his proxy to attend and vote on his behalf. If any proxy other than the Chairman of the Meeting is preferred, please strike out the words "the Chairman of the Meeting or" and insert the name and address of the proxy desired in the space provided.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE BOX MARKED "AGAINST"**. Failure to complete the boxes will entitle your voting proxy to cast his vote at his discretion. On a show of hands, a member is entitled to one vote. On a poll, a member is entitled to one vote for every Share held and a member entitled to more than one vote needs not use all his votes in the same way. A tick in the relevant box indicates that the votes attached to all the Shares stated above as held by you will be casted accordingly and a number in the relevant box indicates that the votes attached to the number of Shares referred to in the box will be casted accordingly. The total number of Shares referred to in the two boxes for the same resolution cannot exceed the number of Shares stated above as held by you. Where numbers are referred to in both boxes for the same resolution, the voting proxy will vote on a show of hands according to the box with the larger number or, in case of an equal number for both boxes, the voting proxy will cast his vote at his discretion.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under seal or under the hand of an officer or attorney duly authorised.
6. In order to be valid, this 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 that power of authority), must be deposited at the Company's Hong Kong branch share registrar, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting.
7. Where there are joint holders of any Share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto provided that if more than one of such joint holders be present at the Meeting personally or by proxy, then one of the said persons so present whose name stands first in the register of members in respect of such Share will alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any Share stands first will for this purpose be deemed joint holder thereof.
8. Completion and delivery of a form of proxy will not preclude you from attending and/or voting at the Meeting if you so wish.