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If you have sold or transferred all your shares in **TCL Multimedia Technology Holdings Limited**, you should at once hand this circular to the purchaser or transferee or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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: 01070)

**PROPOSED SHARE CONSOLIDATION
AND
RE-ELECTION OF DIRECTOR**

A letter from the Board is set out on pages 2 to 8 of this circular. A notice convening the extraordinary general meeting to be held at Salon I & II, Mezzanine Level, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong at 11:00 a.m. on Thursday, 22 January 2009 is set out on pages 9 to 10 of this circular. Whether or not you intend to attend the extraordinary general meeting in person, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon, and lodge it with the Hong Kong branch share registrar of the Company, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wan Chai, Hong Kong, as soon as practicable but in any event not later than 48 hours before the time appointed for the holding of the extraordinary general meeting or any adjournment thereof, as the case may be.

Completion and return of the form of proxy will not preclude you from attending and voting in person at the extraordinary general meeting or any adjournment thereof should you so wish.

30 December 2008

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DEFINITIONS

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

“Articles”	the existing articles of association of the Company adopted by the Shareholders by a special resolution dated 18 May 2004 and any subsequent amendments made thereto by the Shareholders by special resolution
“Board”	the board of Directors
“Business Days”	any day (other than Saturday, Sunday or public holiday) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours
“CCASS”	The Central Clearing and Settlement System established and operated by HKSCC
“Company”	TCL Multimedia Technology Holdings Limited, a company incorporated under the laws of the Cayman Islands and whose Shares are listed and traded on the Hong Kong Stock Exchange
“Consolidated Share(s)”	ordinary share(s) of HK\$1.00 each in the share capital of the Company subject to the Share Consolidation becoming effective
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held on Thursday, 22 January 2009 at 11:00 a.m. for the purpose of considering and, if thought fit, approving the ordinary resolutions in respect of the Share Consolidation and the re-election of Mr. Huang Xubin as Director
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Latest Practicable Date”	24 December 2008, being the latest practicable date for ascertaining certain information in this circular before printing of this circular
“Share Consolidation”	the proposed consolidation of every 10 Shares into one Consolidated Share
“Share Option(s)”	option(s) for the subscription of Shares or Consolidated Shares, as the case may be, granted pursuant to the share option scheme dated 15 February 2007 adopted by the Company
“Shareholder(s)”	holder(s) of Shares or Consolidated Shares, as the context requires
“Shares”	ordinary shares of HK\$0.10 each in the share capital of the Company

EXPECTED TIMETABLE

Set out below is an indicative timetable for the implementation of the Share Consolidation. The timetable is subject to the results of the EGM. The Company will notify the Shareholders of any changes to the expected timetable by way of announcement(s) as and when appropriate.

Despatch of circular and notice of the EGM	30 December 2008
Latest time for lodging form of proxy for the EGM	11:00 a.m. on 20 January 2009
EGM	11:00 a.m. on 22 January 2009
Effective date for the Share Consolidation	23 January 2009
Free exchange of existing share certificates for new share certificates commences	23 January 2009
Original counter for trading in Shares in board lots of 2,000 Shares temporarily closes	9:30 a.m. on 23 January 2009
Temporary counter for trading in Consolidated Shares in board lots of 200 Consolidated Shares (in the form of existing share certificates) opens	9:30 a.m. on 23 January 2009
Designated broker starts to stand in the market to provide matching services for odd lots of Consolidated Shares	9:30 a.m. on 23 January 2009
Original counter for trading in Consolidated Shares in board lots of 2,000 Consolidated Shares (in the form of new share certificates) reopens	9:30 a.m. on 11 February 2009
Parallel trading in Consolidated Shares in the form of new share certificates and existing share certificates commences	9:30 a.m. on 11 February 2009
Temporary counter for trading in Consolidated Shares in board lots of 200 Consolidated Shares (in the form of existing share certificates) closes	4:10 p.m. on 3 March 2009
Parallel trading in Consolidated Shares in the form of new share certificates and existing share certificates closes	4:10 p.m. on 3 March 2009
Designated broker ceases to stand in the market to provide matching services for odd lots of Consolidated Shares	4:10 p.m. on 3 March 2009
Last day for free exchange of existing share certificates for new share certificates	6 March 2009

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: 01070)

Executive Directors:

Li Dongsheng
Leong Yue Wing
Yuan Bing
Shi Wanwen
Wang Kangping
Lu Zhongli

Non-executive Director:

Albert Thomas da Rosa, Junior

Independent non-executive Directors:

Tang Guliang
Robert Maarten Westerhof
Wu Shihong

Registered office:

PO Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

**Head office and principal place
of business in Hong Kong:**

13th Floor
TCL Tower
8 Tai Chung Road
Tsuen Wan New Territories
Hong Kong

30 December 2008

To the Shareholders

Dear Sir or Madam,

PROPOSED SHARE CONSOLIDATION AND RE-ELECTION OF DIRECTOR

INTRODUCTION

On 14 December 2008, the Company announced that the Board proposed to implement the Share Consolidation on the basis that every 10 issued and unissued Shares of HK\$0.10 each will be consolidated into one Consolidated Share of HK\$1.00. Further, the Company announced on 22 December 2008 that Mr. Huang Xubin was appointed a Director of the Company with effect from 1 January 2009 and shall hold office until the next general meeting of the Company after such appointment.

LETTER FROM THE BOARD

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

- (a) the Share Consolidation; and
- (b) re-election of Mr. Huang Xubin as Director.

SHARE CONSOLIDATION

Pursuant to the Share Consolidation, every 10 issued and unissued Shares will be consolidated into one Consolidated Share. Fractional Consolidated Shares will be disregarded and not issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Shares regardless of the number of share certificates held by such holder.

Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised ordinary share capital of the Company amounts to HK\$2,200,000,000 divided into 22,000,000,000 Shares, of which 10,218,266,345 Shares are in issue. Upon the Share Consolidation becoming effective, and on the basis that there being no other changes in the share capital structure of the Company prior thereto, the authorised ordinary share capital of the Company shall become HK\$2,200,000,000 divided into 2,200,000,000 Consolidated Shares, of which 1,021,826,634 Consolidated Shares will be in issue.

Upon the Share Consolidation becoming effective, the Consolidated Shares will rank pari passu in all respects with each other in accordance with the articles of association of the Company.

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation of the Share Consolidation will not alter the underlying assets, business operations, management or financial position of the Company or the interests or rights of the Shareholders, save for any fractional Consolidated Shares to which Shareholders may be entitled.

Board lot size

The board lot size for trading in the ordinary shares of the Company is currently 2,000 Shares and shall become 2,000 Consolidated Shares upon the Share Consolidation becoming effective.

Listing application

An application will be made by the Company to the Listing Committee of the Hong Kong Stock Exchange for the listing of, and the permission to deal in, the Consolidated Shares to be in issue upon the Share Consolidation becoming effective.

LETTER FROM THE BOARD

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Hong Kong Stock Exchange, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Hong Kong Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Hong Kong Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Conditions precedent of the Share Consolidation

The Share Consolidation is conditional on:

- (i) the passing by the Shareholders of an ordinary resolution to approve the Share Consolidation at the EGM;
- (ii) the Listing Committee of the Hong Kong Stock Exchange granting the listing of, and the permission to deal in, the Consolidated Shares in issue; and
- (iii) the obtaining of all necessary approvals from the regulatory authorities or otherwise that may be required in respect of the Share Consolidation, if necessary.

Conditions precedent (i) and (ii) above have not been fulfilled. In respect of condition precedent (iii) above, the Company is not aware of any approvals that are required from the regulatory authorities or otherwise in respect of the Share Consolidation.

Reasons for the Share Consolidation

The Share Consolidation will reduce the number of board lots in the market. Any trading costs or handling charges, which are calculated on per board lot basis, will for a given interest in the Company be lower and the transaction costs for dealing in the ordinary shares of the Company may be reduced.

The Directors consider that the Share Consolidation is in the interests of the Company and the Shareholders as a whole.

Trading arrangements

Upon the Share Consolidation becoming effective, the trading arrangements proposed for dealings in Consolidated Shares are set out as follows:

- (i) with effect from 9:30 a.m. on Friday, 23 January 2009, the original counter for trading in Shares in board lots of 2,000 Shares will close temporarily. A temporary counter for trading in Consolidated Shares in the form of existing share certificates in board lots of 200 Consolidated Shares will be established; every 10 Shares in the form of existing share certificates will be deemed to represent one Consolidated Share. The existing share certificates for Shares can only be traded at this temporary counter;

LETTER FROM THE BOARD

- (ii) with effect from 9:30 a.m. on Wednesday, 11 February 2009, the original counter will reopen for trading in Consolidated Shares in board lots of 2,000 Consolidated Shares. Only new share certificates for the Consolidated Shares can be traded at this counter;
- (iii) with effect from 9:30 a.m. on Wednesday, 11 February 2009 to 4:10 p.m. on Tuesday, 3 March 2009 (both dates inclusive), there will be parallel trading at the counters mentioned in (i) and (ii) above; and
- (iv) the temporary counter for trading in Consolidated Shares in the form of the existing share certificates in board lots of 200 Consolidated Shares will be removed after the close of trading on Tuesday, 3 March 2009. Thereafter, trading will only be in Consolidated Shares in the form of new share certificates in board lots of 2,000 Consolidated Shares and the existing share certificates for Shares will cease to be acceptable for trading and settlement purposes.

Arrangement on odd lot trading

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares arising from the Share Consolidation, the Company has appointed BOCI Securities Limited to match the purchase and sale of odd lots of the Consolidated Shares at the relevant market price per Consolidated Share for the period from Friday, 23 January 2009 to Tuesday, 3 March 2009 (both dates inclusive). Holders of odd lots of the Consolidated Shares who wish to take advantage of this facility either to dispose of their odd lots of the Consolidated Shares or top up to a full board lot, may directly or through their brokers, contact Mr. Law Pak Hong Passe of BOCI Securities Limited by telephone at (852) 2718 9663 or by fax at (852) 2970 0290 during this period. Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is on a best effort basis and successful matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Any Shareholder, who is in any doubt about the odd lot facility, is recommended to consult his/her/its own professional advisers.

Exchange of share certificates

Subject to the Share Consolidation becoming effective, which is expected to be on 23 January 2009, the certificates for the Shares will cease to be valid for trading purposes after 4:10 p.m. on 3 March 2009; Shareholders may, on or after 23 January 2009 until 6 March 2009 (both days inclusive) submit share certificates for Shares to the Company's branch registrar in Hong Kong (the "Branch Registrar"), Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, to exchange, at the expense of the Company, for certificates for the Consolidated Shares (on the basis of 10 Shares for one Consolidated Share). It is expected that the new certificates for the Consolidated Shares will be available for collection within 10 Business Days after the submission of the existing share certificates to the Branch Registrar for exchange. Thereafter, certificates for Shares will remain effective as documents of legal title but will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Hong Kong Stock Exchange) per certificate issued or cancelled, whichever is higher, payable by Shareholders to the Branch Registrar.

LETTER FROM THE BOARD

The new certificates for the Consolidated Shares will be light blue in colour in order to distinguish them from the existing certificates for the Shares which are light pink in colour.

Outstanding Share Options

As at the Latest Practicable Date, the number of Shares in respect of which Share Options have been granted and are outstanding is 418,111,055.

Corresponding adjustments will be made on the basis that the proportion of the issued ordinary share capital of the Company to which a grantee of share options is entitled shall remain the same before and after such adjustments in accordance with the rules of the share option scheme and the supplementary guidance issued by the Hong Kong Stock Exchange.

The Company will engage an independent financial adviser or its auditors to provide a certificate as to the adjustments required to be made to the terms of the outstanding Share Options as a result of the Share Consolidation. The Company will make a further announcement about the adjustments after receiving the certificate.

RE-ELECTION OF DIRECTOR

Mr. Huang Xubin (“Mr. Huang”) shall retire from the office of Director at the close of the EGM and will offer himself for re-election at the EGM. If elected, Mr. Huang will be subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles.

Particulars of Mr. Huang required to be disclosed under the Hong Kong Listing Rules are set out as follows:

Mr. Huang, aged 43, joined TCL Corporation (a controlling shareholder of the Company as defined under the Hong Kong Listing Rules) in March 2001 and served as the officer and general manager of the financial settlement centre of TCL Corporation. He became the chief economist of TCL Corporation in June 2004, and a director and general manager of TCL Finance Co., Ltd. in October 2006 and has been a member of the executive committee of TCL Corporation since July 2007. Before joining TCL Corporation, Mr. Huang served as the head of credit department of China Construction Bank, Guangdong Branch and the senior manager of the representative office of China Cinda Asset Management Corporation in Guangzhou. Mr. Huang graduated from Hunan College of Finance and Economics and obtained a master degree in Economy at the Research Institute for Fiscal Science, Ministry of Finance, the People’s Republic of China.

Mr. Huang is a non-executive director of TCL Communication Technology Holdings Limited (“TCL Communication”). TCL Corporation is the controlling shareholder of TCL Communication, and TCL Communication is an associate corporation of the Company for the purpose of Part XV of the Securities and Futures Ordinance (“SFO”). Mr. Huang holds options to subscribe for 4,189,546 shares in TCL Communication.

LETTER FROM THE BOARD

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

Mr. Huang holds Share Options to subscribe for 2,952,290 Shares. Save as disclosed herein, Mr. Huang does not have any other interest in the Shares within the meaning of Part XV of the SFO.

Mr. Huang has not entered into any service contract with the Company. The amount of director's emoluments to be received by Mr. Huang will be determined by the Board based on recommendation of the remuneration committee of the Company, with reference to his duties and responsibilities with the Company and prevailing market practice.

In relation to the re-election of Mr. Huang as Director of the Company, save as disclosed herein, there is no further information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Hong Kong Listing Rules, and the Board is not aware of any other matters which need to be brought to the attention of the Shareholders.

EXTRAORDINARY GENERAL MEETING

A notice convening the EGM to be held at 11:00 a.m. on Thursday, 22 January 2009 at Salon I & II, Mezzanine Level, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong is set out on pages 9 to 10 of this circular.

The EGM is convened to be held for the purpose of considering and, if thought fit, approving the ordinary resolutions in respect of the Share Consolidation and the re-election of Mr. Huang Xubin as Director. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions at the EGM.

A form of proxy for use at the EGM is enclosed. Whether or not you are able to attend the meeting in person, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Branch Registrar 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 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 EGM or any adjourned meeting should you so wish.

LETTER FROM THE BOARD

PROCEDURE TO DEMAND A POLL

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 Hong Kong 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.

RECOMMENDATION

The Board believes that the Share Consolidation and the re-election of Mr. Huang Xubin as Director are in the best interests of the Company and Shareholders as a whole and accordingly recommends that you should vote in favour of all resolutions to be proposed at the EGM.

RESPONSIBILITY OF THE DIRECTORS

This circular includes particulars given in compliance with the Hong Kong 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 enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

By order of the Board
TCL MULTIMEDIA TECHNOLOGY HOLDINGS LIMITED
Li Dongsheng
Chairman

Hong Kong, 30 December 2008

NOTICE OF THE EXTRAORDINARY GENERAL MEETING



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)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of **TCL MULTIMEDIA TECHNOLOGY HOLDINGS LIMITED** (the “**Company**”) will be held at Salon I & II, Mezzanine Level, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong at 11:00 a.m. on Thursday, 22 January 2009 for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company:

ORDINARY RESOLUTIONS

- (1) “That subject to and conditional upon the granting by the Listing Committee of The Stock Exchange of Hong Kong Limited of the listing of, and permission to deal in, the Consolidated Shares (as defined below):
 - (a) every 10 existing issued and unissued ordinary shares of par value HK\$0.1 each in the share capital of the Company be consolidated into one ordinary share of par value HK\$1.00 (“Consolidated Share”) and such consolidation shall take effect on the next business day, being any day (other than Saturday, Sunday or public holiday) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours, immediately following the date on which this resolution is passed;
 - (b) the Consolidated Shares shall rank *pari passu* in all respects with each other in accordance with the memorandum of association and articles of association of the Company;
 - (c) all fractional Consolidated Shares will be disregarded and not be issued to the holders of the existing ordinary shares of the Company but all fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company; and

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

- (d) the directors of the Company be and are generally authorised to do all such acts and things and execute all such documents, including under the seal of the Company, where applicable, as they consider necessary or expedient to implement and give effect to the arrangements set out in this resolution.”
- (2) To re-elect the retiring director, Mr. Huang Xubin, and to authorise the board of directors of the Company to fix Mr. Huang Xubin’s remuneration as director.

By order of the Board
TCL MULTIMEDIA TECHNOLOGY HOLDINGS LIMITED
Li Dongsheng
Chairman

Hong Kong, 30 December 2008

Principal place of business:

13th Floor
TCL Tower
8 Tai Chung Road
Tsuen Wan New Territories
Hong Kong

Notes:

1. The Hong Kong branch register of members of the Company will be closed on Thursday, 22 January 2009, on which no transfers of Shares will be registered. In order to be eligible to attend and vote at the EGM to be held on Thursday, 22 January 2009, all transfers accompanied by the relevant share certificates must be lodged with 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 later than 4:30 p.m. on Wednesday, 21 January 2009.
2. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
3. A form of proxy for use at the meeting is enclosed. To be valid, the form of proxy, together with the notarially certified power of attorney or other authority (if any) under which it is signed must be lodged at the Company’s Hong Kong branch share registrar, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wan Chai, Hong Kong as soon as possible and in any event, not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof.
4. Where there are joint holders of any share, any one of such holders may vote at the meeting, either in person or by proxy, in respect of such shares as if he were solely entitled to vote, but if more than one of such joint holders be present at the meeting in person or by proxy, the person so present whose name stands first in the register of members of the Company in respect of such share shall alone be entitled to vote in respect of it.
5. Completion and return of the form of proxy will not preclude a member from attending the meeting and voting in person at the meeting or any adjournment thereof if he so desires. If a member attends the meeting after having deposited the form of proxy, his form of proxy will be deemed to have been revoked.

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.