



**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<sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_

being the registered holder(s) of<sup>(Note 2)</sup> \_\_\_\_\_ 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<sup>(Note 3)</sup> 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 11:00 a.m. Thursday, 22 January 2009 or any adjournment thereof (the "Meeting") for the purpose of considering and, if thought fit, passing the resolutions (the "Resolutions") 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 Resolutions as hereunder indicated or, if no such indication is given, as my/our voting proxy thinks fit.

Ordinary Resolutions	For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
<p>(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):</p> <p>(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;</p> <p>(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;</p> <p>(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</p> <p>(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."</p>		
<p>(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.</p>		

Date: \_\_\_\_\_

Signature(s): <sup>(Note 5)</sup> \_\_\_\_\_

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 on 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.