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

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**If you are in doubt** as to any aspect 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 or transferred** 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 transferee or to the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or 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)

**CIRCULAR ON  
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES  
AND  
ELECTION/RE-ELECTION OF DIRECTORS**

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A notice convening the annual general meeting of the Company to be held at Salon I & II, Mezzanine Level, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on 12 May 2009, Tuesday at 5:15 p.m. is set out on pages 17 to 20 of this circular.

Whether or not you are able to attend the annual general 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.

1 April 2009

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## CONTENTS

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	<i>Page No.</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	3
<b>APPENDIX I – EXPLANATORY STATEMENT ON REPURCHASE OF SHARES</b> .....	8
<b>APPENDIX II – DETAILS OF DIRECTORS PROPOSED TO BE ELECTED/RE-ELECTED AT THE ANNUAL GENERAL MEETING</b> .....	12
<b>NOTICE OF ANNUAL GENERAL MEETING</b> .....	17

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Salon I & II, Mezzanine Level, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on 12 May 2009, Tuesday at 5:15 p.m. for the purpose of considering, and if thought fit, approving the resolutions proposed in the AGM Notice
“AGM Notice”	the notice dated 1 April 2009 for convening the AGM and a copy of which is included herein
“Articles”	the articles of association of the Company as amended from time to time
“Associate(s)”	has the meaning ascribed thereto in the Listing Rules
“Board”	the board of Directors (including non-executive Director and independent non-executive Directors)
“Company”	TCL Multimedia Technology Holdings Limited, 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: 01070)
“Connected Person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“General Mandate”	a general mandate to the Directors to allot and issue the Shares with an aggregate nominal value not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as 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 number of Shares repurchased under the Repurchase Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	30 March 2009, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange from time to time
“PRC”	the People’s Republic of China excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan for the purposes of this circular
“Repurchase Mandate”	a general mandate to the Directors to repurchase Shares with an aggregate nominal value not exceeding 10% of the aggregate nominal value of the share capital of the Company in issue at the date of approval of the mandate
“Share(s)”	ordinary share(s) of HK\$1.00 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
“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 Communication”	TCL Communication Technology Holdings Limited, a company incorporated in Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (stock code: 02618)
“TCL Industries”	T.C.L. Industries Holdings (H.K.) Limited, a company incorporated in Hong Kong and a direct wholly-owned subsidiary of TCL Corporation

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## LETTER FROM THE BOARD

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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)

*Executive Directors:*

Li Dongsheng  
Leong Yue Wing  
Yu Guanghui  
Shi Wanwen  
Huang Xubin  
Wang Kangping

*Registered office:*

P.O. Box 309  
Ugland House  
Grand Cayman  
KY1-1104  
Cayman Islands

*Non-executive Director:*

Albert Thomas da Rosa, Junior

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

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

*Independent non-executive Directors:*

Tang Guliang  
Robert Maarten Westerhof  
Wu Shihong

1 April 2009

*To the Shareholders*

Dear Sir or Madam,

### **GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND ELECTION/RE-ELECTION OF DIRECTORS**

#### **(1) INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information regarding the following proposals to be put forward at the AGM for the Shareholders' consideration and, if thought fit, approval of:

- (a) the granting to the Directors of the General Mandate;
- (b) the granting to the Directors of the Repurchase Mandate;
- (c) the granting to the Directors of the General Extension Mandate; and
- (d) the election and re-election of Directors.

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## LETTER FROM THE BOARD

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### (2) VARIOUS MANDATES

On 21 April 2008, resolutions for the General Mandate, Repurchase Mandate and the General Extension Mandate were passed by the Shareholders and 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 the General Mandate. The General Mandate, if granted, will allow the Directors to issue and allot further Shares prevailing up to 20% of the issued share capital of the Company as at the date of passing the relevant resolution.

As at the Latest Practicable Date, the issued share capital of the Company was 1,021,826,634 fully paid-up Shares. Subject to the passing of the resolution granting the General Mandate and on the basis that no further Shares are allotted and issued or repurchased after the Latest Practicable Date and up to the date of the AGM, exercise in full of the General Mandate could result in up to new issue of 204,365,326 Shares. 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 the Repurchase Mandate. The 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 as required 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 any 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.

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## LETTER FROM THE BOARD

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### (3) ELECTION/RE-ELECTION OF DIRECTORS

Mr. Yu Guanghui, who was appointed by the Board as an executive Director effective from 17 February 2009, will be subject to election by Shareholders at the AGM.

In accordance with Article 116 of the Articles, at each annual general meeting, not less than one-third of the Directors for the time being shall retire from office by rotation and, under the code on corporate governance of the Company, every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every 3 years.

All retiring Directors shall be eligible for re-election.

Accordingly, the following Directors shall retire from office by rotation at the conclusion of the AGM:

	<b>Name</b>	<b>Position</b>
(a)	Mr. Leong Yue Wing	Executive Director
(b)	Mr. Shi Wanwen	Executive Director
(c)	Mr. Albert Thomas da Rosa, Junior	Non-executive Director
(d)	Mr. Tang Guliang	Independent non-executive Director

Mr. Leong Yue Wing was originally appointed as an executive Director for a term of 2 years from 1 October 2007, which can be extended for one additional year by mutual agreement and therefore his term would end on 1 October 2009 or 1 October 2010 (where there is mutual agreement) subject to rotation.

Mr. Shi Wanwen was originally appointed as an executive Director effective from 30 June 2006 with no specific term.

Mr. Albert Thomas da Rosa, Junior and Mr. Tang Guliang, on the other hand, will only hold office until the conclusion of the AGM.

All of them, being eligible, will offer themselves for re-election at the AGM.

If re-elected at the AGM, Mr. Albert Thomas da Rosa, Junior and Mr. Tang Guliang 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. Robert Maarten Westerhof	Independent non-executive Director
(b)	Ms. Wu Shihong	Independent non-executive Director

Mr. Robert Maarten Westerhof and Ms. Wu Shihong, being eligible, will offer themselves for re-election at the AGM.

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## LETTER FROM THE BOARD

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If re-elected at the AGM, Mr. Robert Maarten Westerhof and Ms. Wu Shihong will hold office until the conclusion of the next annual general meeting of the Company.

If elected/re-elected, all the aforesaid Directors, subject to the terms agreed otherwise which expire earlier, will be subject to rotation, removal, vacation or termination of their offices as Directors as set out in the Articles or the disqualification to act as a Director under the Articles, the laws of the Cayman Islands and the Listing Rules. Their particulars required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

### **(4) ANNUAL GENERAL MEETING**

The AGM Notice is set out on pages 17 to 20 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, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share 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 adjournment thereof should you so desire.

### **(5) CLOSURE OF REGISTER OF MEMBERS**

The Hong Kong branch register of members of the Company will be closed on 12 May 2009, Tuesday, for the purposes of determining the entitlements of the members of the Company to attend and vote at the AGM. No transfers of Shares may be registered on that day. In order to qualify for the aforesaid entitlements, 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 no later than 4:30 p.m. on 11 May 2009, Monday.

### **(6) VOTING BY POLL**

In accordance with Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the voting on all resolutions at the AGM will be conducted by way of poll.

### **(7) RECOMMENDATION**

The Board believes that resolutions proposed in this circular are in the best interests of the Company and Shareholders as a whole. The Board recommends that the Shareholders vote in favour of all resolutions to be proposed at the AGM.



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## LETTER FROM THE BOARD

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### (8) 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.

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) SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company was 1,021,826,634 fully paid-up Shares.

Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are allotted and issued or repurchased after the Latest Practicable Date and up to the date of the AGM, exercise in full of the Repurchase Mandate could result in up to 102,182,663 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.

### **(2) 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.

### **(3) 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 2008, 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.

**(4) EFFECT ON TAKEOVERS CODE**

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.

Assuming that no further Shares are allotted and issued or repurchased after the Latest Practicable Date and up to the date of the AGM, on exercise in full of the Repurchase Mandate, the number of issued Shares will decrease from 1,021,826,634 to 919,643,971.

As at the Latest Practicable Date, TCL Corporation, through TCL Industries, its wholly-owned subsidiary, holds 556,399,284 Shares representing approximately 54.45% of the issued share capital of the Company. Mr. Li Dongsheng held 28,539,385 Shares, representing 2.79% 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 57.24%.

The decrease of issued Shares resulted from the full exercise of the Repurchase Mandate will cause the percentage shareholding of TCL Corporation to increase to approximately 60.50% (hence making the collective shareholdings of TCL Corporation and Mr. Li Dongsheng be increased to 63.60% of the issued share capital of the Company). The Directors are not aware of any consequences which may arise under the Takeover Code as a result of any repurchases made under the Repurchase Mandate.

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.

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

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**(5)    SHARE PRICE**

The highest and lowest prices at which the Shares were traded on the Stock Exchange during the previous twelve months were as follows:

	<b>Per Share*</b>	
	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
March 2008	4.70	3.00
April 2008	4.15	2.95
May 2008	4.40	3.45
June 2008	3.55	2.80
July 2008	3.05	2.75
August 2008	2.90	2.05
September 2008	2.20	1.35
October 2008	1.47	0.73
November 2008	1.20	0.86
December 2008	1.85	1.07
January 2009	1.42	1.07
February 2009	1.29	1.00
March 2009 (up to the Latest Practicable Date)	1.23	1.10

\* The above share prices have been adjusted taking into account of the effect of the share consolidation on the Shares that became effective on 23 January 2009.

**(6)    REPURCHASE OF SHARES**

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

<b>Date of repurchase</b>	<b>No. of Shares repurchased</b>	<b>Purchase price per share</b>		<b>Aggregate consideration (excluding transaction costs) (in HK\$)</b>
		<b>Highest (in HK\$)</b>	<b>Lowest (in HK\$)</b>	
30 October 2008	1,200,000	0.078	0.078	93,600
31 October 2008	276,000	0.088	0.088	24,288
7 November 2008	200,000	0.100	0.100	20,000
11 November 2008	760,000	0.106	0.106	80,560
12 November 2008	300,000	0.105	0.104	31,400
13 November 2008	640,000	0.104	0.102	66,080
17 November 2008	32,000	0.110	0.108	3,460
	<hr/>			<hr/>
Total:	3,408,000			319,388
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**(7) 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.

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.

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.

Set out below are details of the Directors who will be proposed to be elected or re-elected at the AGM.

**1. MR. LEONG YUE WING**

Mr. Leong Yue Wing, aged 56, is the Chief Executive Officer and an executive Director with effect from 1 October 2007, responsible for the overall management of the Company including strategy, business development and operations. Mr. Leong has a Bachelor's degree in Mechanical Engineering and an MBA from the University of Singapore (currently National University of Singapore). Mr. Leong had been associated with Royal Philips Electronics for 28 years since 1978. Mr. Leong retired from the position of Executive Vice President – Philips Consumer Electronics in April 2007. Mr. Leong has extensive management experience in the production and sales of audio-visual and consumer electronics products, and has been actively involved in business development in the PRC, Asia Pacific region, Latin American, North American and European markets.

Pursuant to the service contract entered into between the Company and Mr. Leong, the emolument of Mr. Leong is US\$1,000,025 (equivalent to approximately HK\$7,784,000) per annum. Mr. Leong is entitled to receive a variable bonus which will be determined by reference to the performance bonus guidelines determined from time to time by the Company and approved by the Board. He is also entitled to participate in the Company's share option scheme. The amount of Mr. Leong's emoluments has been determined by the Board based on the adopted remuneration policy of the Company, with reference to Mr. Leong's qualifications and experience, responsibilities, contribution to the Group, and the prevailing market conditions.

He was originally appointed as an executive Director for a term of 2 years from 1 October 2007, which can be extended for one additional year by mutual agreement and therefore his term would end on 1 October 2009 or 1 October 2010 (where there is mutual agreement) subject to rotation.

Mr. Leong holds 827,272 Shares, and options to subscribe for 1,867,572 Shares.

**2. MR. YU GUANGHUI**

Mr. Yu Guanghui, aged 40, currently is an executive vice president of the Company and the General Manager of Home Network Business Unit of the Company. In 1993, when he joined TCL Corporation, the ultimate controlling shareholder of the Company, he worked in the joint venture company between TCL Corporation and LG Electronics. He was one of the leaders who were in charge of early construction and management of the TV production base of TCL King Electrical Appliances (Huizhou) Company Limited, a major subsidiary of the Company in the PRC. Mr. Yu has over ten years of experience in material procurement, production planning and product manufacturing. He graduated from the Shanxi Normal University with a Master degree in Physics, and holds a MBA degree at Peking University and an EMBA degree at Cheung Kong Graduate School of Business. Mr. Yu currently is also a vice president of TCL Corporation. Mr. Yu does not at present, and did not in the past three years, hold any directorship in any listed public company.

Mr. Yu holds options to subscribe for 1,549,662 Shares and options to subscribe for 60,000 shares in TCL Communication.

There is no service contract between the Company and Mr. Yu.

**3. MR. SHI WANWEN**

Mr. Shi Wanwen, aged 42, is the Vice President of TCL Corporation, and the Chief Operating Officer of TTE Corporation, a wholly-owned subsidiary of the Company, and an executive Director. Before taking up these positions in June 2005, Mr. Shi had previously been the General Vice President of TCL Electrical Appliance Sales Co., Ltd., a subsidiary of the Company, and the President of the Multimedia Electronics Business Unit of TCL Corporation. Mr. Shi holds a Bachelor degree in Wireless Technology from the South China University of Technology.

Mr. Shi holds options to subscribe for 1,618,265 Shares, options to subscribe for 65,454 shares in TCL Communication and has 1,712,599 shares in TCL Corporation.

There is no service contract between the Company and Mr. Shi.

**4. MR. ALBERT THOMAS DA ROSA, JUNIOR**

Mr. Albert Thomas da Rosa, Junior, aged 55, 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 a fellow of the Chartered Institute of Arbitrators and the Hong Kong Institute of Directors and also a member of the Hong Kong Securities Institute and the Society of Registered Financial Planners. He holds a Bachelor's Degree and a Master's Degree in laws from the University of Hong Kong. He serves as a Deputy Convenor and a member of the Solicitors Disciplinary Tribunal Panel and as a member of the Panel of the Board of Review (Inland Revenue) respectively. He also served as a member of the Academic and Accreditation Advisory Committee of the Securities and Futures Commission from February 2003 to March 2009.

He is currently an independent non-executive director of HKC (Holdings) Limited and the company secretary of Y. T. Realty Group Limited and Yugang International Limited, all being companies listed on the Stock Exchange.

Mr. da Rosa holds options to subscribe for 30,000 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.

If re-elected at the AGM, Mr. da Rosa will hold office until the conclusion of the next annual general meeting of the Company.

#### **5. MR. ROBERT MAARTEN WESTERHOF**

Mr. Robert Maarten Westerhof, aged 65, is an independent non-executive Director. He 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 holds options to subscribe for 30,000 Shares.

There is no service contract between the Company and Mr. Westerhof.

If re-elected at the AGM, Mr. Westerhof will hold office until the conclusion of the next annual general meeting of the Company.

#### **6. MR. TANG GULIANG**

Mr. Tang Guliang, aged 46, 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 30,000 Shares.

There is no service contract between the Company and Mr. Tang.

If re-elected at the AGM, Mr. Tang will hold office until the conclusion of the next annual general meeting of the Company.

#### **7. MS. WU SHIHONG**

Ms. Wu Shihong, aged 52, 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 the General Manager, Channel Management of IBM China from May 1997 to February 1998. She then became the 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 the 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 # 27 in 2001 and as # 24 in 2002 of the “Most Powerful Business Women in the World”. 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 holds options to subscribe for 30,000 Shares.

There is no service contract between the Company and Ms. Wu.

If re-elected at the AGM, Ms. Wu will hold office until the conclusion of the next annual general meeting of the Company.

## DIRECTORS' EMOLUMENTS

The amounts of emoluments received in 2008 by the above Directors to be elected / re-elected at the upcoming AGM are set out in the table below (in HK\$'000):

	Fees <i>HK\$'000</i>	Salaries, allowances and benefits <i>in kind</i> <i>HK\$'000</i>	Discretionary performance related bonuses <i>HK\$'000</i>	Equity- settled share option expense <i>HK\$'000</i>	Pension scheme contributions <i>HK\$'000</i>	Total remuneration <i>HK\$'000</i>
Mr. Leong Yue Wing	120	7,784	3,632	325	359	12,220
Mr. Yu Guanghui *	N/A	N/A	N/A	N/A	N/A	N/A
Mr. Shi Wanwen	120	–	–	1,022	–	1,142
Mr. Albert Thomas da Rosa, Junior	225	–	–	5	–	230
Mr. Robert Maarten Westerhof	150	–	–	5	–	155
Mr. Tang Guliang	225	–	–	5	–	230
Ms. Wu Shihong	225	–	–	5	–	230

\* Since Mr. Yu Guanghui has not become an executive Director until 17 February 2009, no emolument was received by Mr. Yu in 2008.

The emoluments to be received in 2009 by the above Directors to be elected/re-elected at the AGM will be 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/re-elected at the AGM, all the aforesaid Directors, subject to the terms agreed otherwise which expire earlier, will be subject to the rotation, removal, vacation or termination of such offices as set out in the Articles or the disqualification to act as a director of the Company under the Articles, the laws of the Cayman Islands and the Listing Rules. Save as disclosed herein, the above Directors do not at present, and in the past three years did not, hold any directorship in any listed public company in Hong Kong, do not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance, 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 to be elected and re-elected involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and the Board is not aware of any other matters which need to be brought to the attention of the Shareholders.

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## NOTICE OF ANNUAL GENERAL MEETING

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The logo consists of the letters "TCL" in a bold, white, sans-serif font, centered within a solid black rounded 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: 01070)

(the "Company")

**NOTICE IS HEREBY GIVEN** that the annual general meeting of the Company (the "AGM") will be held at Salon I & II, Mezzanine Level, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on 12 May 2009, Tuesday at 5:15 p.m. for the purpose of transacting the following business:

#### ORDINARY BUSINESS

- (1) To receive and adopt the consolidated audited financial statements and the reports of the directors of the Company ("Directors") and the independent auditors of the Company ("Auditors") for the year ended 31 December 2008.
- (2) To re-appoint Messrs. Ernst & Young as the Auditors and authorise the board of Directors to fix their remuneration.
- (3) To elect the newly appointed Director.
- (4) To re-elect the retiring Directors.
- (5) To re-elect the Directors who hold office until the conclusion of the AGM.
- (6) To authorize the board of Directors to fix the Directors' remuneration.

#### SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions (with or without modification) as ordinary resolutions:

- (7) **"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

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## NOTICE OF ANNUAL GENERAL MEETING

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for the grant or issue of Shares or rights to acquire Shares or (c) 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).”

- (8) “**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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## NOTICE OF ANNUAL GENERAL MEETING

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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.”
- (9) “**THAT**, subject to the availability of unissued share capital and conditional upon the resolutions nos. (7) and (8) above being passed, the aggregate nominal amount of the Shares which are repurchased by the Company pursuant to and in accordance with resolution no. (8) 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. (7) above.”

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

Hong Kong, 1 April 2009

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. 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 authorized 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 and voting in person at the AGM and any adjournment thereof should he so wish. In such event, his form of proxy will be deemed to have been revoked.
2. A form of proxy for the AGM is enclosed with the Company's circular dated 1 April 2009. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon 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 Company's branch share registrar 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 appointed for holding the AGM or any adjournment thereof.
3. The Hong Kong branch register of members of the Company will be closed on 12 May 2009, Tuesday, for the purposes of determining the entitlements of the members of the Company to attend and vote at the AGM. No transfers of Shares may be registered on that day. In order to qualify for the aforesaid entitlements, 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 no later than 4:30 p.m. on 11 May 2009, Monday.
4. With regard to resolutions nos. (7) and (9) 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. (7) above.

*As at the date of this notice, the Board is composed of Li Dongsheng, Leong Yue Wing, Yu Guanghui, Shi Wanwen, Huang Xubin and Wang Kangping 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.*