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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, or as to the action to be taken, 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,  
REFRESHMENT OF THE 10% SHARE OPTION SCHEME LIMIT,  
ELECTION/RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of the Company to be held at Salon III & IV, Mezzanine Level, Grand Hyatt Hong Kong Hotel, 1 Harbour Road, Wanchai, Hong Kong on 10 May 2010, Monday at 4:00 p.m. is set out on pages 19 to 22 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 2010

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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 III & IV, Mezzanine Level, Grand Hyatt Hong Kong Hotel, 1 Harbour Road, Wanchai, Hong Kong on 10 May 2010, Monday, at 4:00 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 2010 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 Directors 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”	25 March 2010, 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
“Scheme Mandate Limit”	the maximum number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme and all other share option scheme(s) of the Company
“Share(s)”	ordinary share(s) of HK\$1.00 each in the share capital of the Company
“Share Options”	the share options granted under the Share Option Scheme
“Share Option Scheme”	the share option scheme adopted by the Company on 15 February 2007 conferring the holders thereof rights to subscribe the Shares in accordance with the said scheme
“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

Yu Guanghui

Shi Wanwen

Xu Fang

*Registered office:*

P.O. Box 309

Ugland House

Grand Cayman

KY1-1104

Cayman Islands

*Non-executive Directors:*

Albert Thomas da Rosa, Junior

Huang Xubin

Leong Yue Wing

*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 2010

*To the Shareholders*

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
REFRESHMENT OF THE 10% SHARE OPTION SCHEME LIMIT,  
ELECTION/RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**(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;

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## LETTER FROM THE BOARD

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- (c) the granting to the Directors of the General Extension Mandate;
- (d) the refreshment of the 10% share option scheme limit; and
- (e) the election and re-election of Directors.

### (2) VARIOUS MANDATES

On 12 May 2009, 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 1,013,471,618 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 202,694,323 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.

Subject to the passing of the proposed resolution granting the Repurchase Mandate to the Directors, and on the basis that there were 1,013,471,618 fully paid-up Shares as at the Latest Practicable Date and no Shares are issued or repurchased by the Company between the Latest Practicable Date and the date of AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 101,347,161 Shares.

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.

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## LETTER FROM THE BOARD

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**(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.

**(3) REFRESHMENT OF THE 10% SHARE OPTION SCHEME LIMIT**

The Share Option Scheme was adopted by the Company on 15 February 2007. Apart from the Share Option Scheme, the Company has no other share option scheme currently in force.

Pursuant to the Share Option Scheme, the maximum number of Shares which may be issued upon exercise of all Share Options to be granted under the Share Option Scheme and any other share option scheme(s) of the Company, shall not exceed 10% of the total number of Shares in issue as at the date of adoption of the Share Option Scheme, namely 390,295,172 Shares. Such mandate was subsequently refreshed by an ordinary resolution of the Shareholders duly passed at the extraordinary general meetings of the Company held on 30 June 2007, the Directors were authorized to grant options to subscribe for 390,295,172 Shares representing 10% of the total issued share capital of the Company as at the date of passing of the resolution for the refreshment.

The Company may refresh again the Scheme Mandate Limit by ordinary resolution of the Shareholders at general meeting provided that:

- (a) the Scheme Mandate Limit so refreshed shall not exceed 10% of the total number of Shares in issue as at the date of the Shareholders' approval of the refreshment of the Scheme Mandate Limit;
- (b) share options previously granted under the Share Option Scheme and any other share option scheme(s) of the Company (including those outstanding, cancelled, or lapsed in accordance with the relevant scheme rules or exercised share options) shall not be counted for the purpose of calculating the Scheme Mandate Limit as refreshed; and
- (c) the total number of Shares which may be issued upon exercise of all outstanding Share Options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) of the Company must not in aggregate exceed 30% of the total number of Shares in issue from time to time.

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## LETTER FROM THE BOARD

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If the further refreshment of the Scheme Mandate Limit is approved at the AGM, based on the 1,013,471,618 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be allotted and issued or repurchased after the Latest Practicable Date and up to the date of the AGM, the Company may grant further options carrying rights to subscribe for up to a total of 101,347,161 Shares under the Share Option Scheme (representing 10% of the issued share capital of the Company as at the date of the AGM).

Taking into account the corresponding adjustment as a result of the share consolidation took place on 23 January 2009, as at the Latest Practicable Date, the cumulative total number of Shares which may be issued upon exercise of all outstanding Share Options were 24,756,743 Shares, representing approximately 2.44% of the Shares in issue as at the Latest Practicable Date. Assuming that the refreshment of the Scheme Mandate Limit will be approved, the number of Shares that may be issued under the Share Options Scheme will be in aggregate of 126,103,904 Shares, representing approximately 12.44% of the Shares in issue at the Latest Practicable Date and is within the 30% limit of the total number of Shares in issue from time to time as required under the Share Option Scheme.

The Board considers that further refreshment of the Scheme Mandate Limit is in the interests of the Company and its Shareholders as a whole as it can allow the Company to be more flexible in providing incentives or rewards to eligible participants for their contribution to the Group and/or enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group. The granting of Share Options to the employees of the Group will not affect the Group's cash flow but will help the Company to retain and/or recruits employees and to provide them with a direct economic interest in attaining the long term business objectives of the Company. To enable the Company to grant further Share Options to the Group's employees, the Board proposes to seek the Shareholders' approval to further refresh the Scheme Mandate Limit at the AGM.

The further refreshment of the Scheme Mandate Limit is conditional upon:

- (a) the passing of the necessary resolution to approve the further refreshment of the Scheme Mandate Limit by the Shareholders at the AGM; and
- (b) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, such number of Shares representing 10% of the Shares in issue as at the date of the AGM, which may be issued pursuant to exercise of Share Options to be granted under the further refreshed Scheme Mandate Limit.

Application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Shares to be listed by the Company (representing 10% of the Shares in issue as at the date of the AGM) which may be issued pursuant to exercise of Share Options to be granted under the further refreshed Scheme Mandate Limit.



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## LETTER FROM THE BOARD

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

Ms. Xu Fang, who was appointed by the Board as an executive Director effective from 24 July 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. Li Dongsheng	Executive Director
(b)	Mr. Huang Xubin	Non-executive Director
(c)	Mr. Robert Maarten Westerhof	Independent non-executive Director
(d)	Ms. Wu Shihong	Independent non-executive Director

Mr. Li Dongsheng has been appointed as an executive Director since 15 September 1999 and was last re-elected with no specific term on 21 April 2008.

Mr. Huang Xubin, Mr. Robert Maarten Westerhof and Ms. Wu Shihong, on the other hand, will only hold office until the conclusion of the AGM even if they are not to retire by rotation.

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

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

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

	<b>Name</b>	<b>Position</b>
(a)	Mr. Albert Thomas da Rosa, Junior	Non-executive Director
(b)	Mr. Leong Yue Wing	Non-executive Director (effective from 1 April 2010)
(c)	Mr. Tang Guliang	Independent non-executive Director

Mr. Albert Thomas da Rosa, Junior, Mr. Leong Yue Wing and Mr. Tang Guliang, 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. Albert Thomas da Rosa, Junior, Mr. Leong Yue Wing and Mr. Tang Guliang 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.

### **(5) ANNUAL GENERAL MEETING**

The AGM Notice is set out on pages 19 to 22 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.

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

The Hong Kong branch register of members of the Company will be closed from 6 May 2010, Thursday to 10 May 2010, Monday (both dates inclusive), for the purposes of determining the entitlements of the members of the Company to attend and vote at the AGM. No transfers of Shares will be registered during that period. 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 5 May 2010, Wednesday.

### **(7) 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.

### **(8) 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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### (9) 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*

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

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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 1,013,471,618 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 101,347,161 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 2009, 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 TAKEOVER 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 1,013,471,618 to 912,124,457.

As at the Latest Practicable Date, TCL Corporation, through TCL Industries, its wholly-owned subsidiary, holds 484,399,284 Shares representing approximately 47.80% of the issued share capital of the Company. Mr. Li Dongsheng held 30,411,731 Shares, representing 3.00% 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 50.80%.

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 53.11% (hence making the collective shareholdings of TCL Corporation be increased to 56.44% 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:

	Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
March 2009	1.23	0.97
April 2009	1.59	1.15
May 2009	2.34	1.46
June 2009	3.18	2.06
July 2009	4.40	2.94
August 2009	4.37	3.45
September 2009	4.50	3.30
October 2009	7.15	4.14
November 2009	7.70	5.60
December 2009	8.80	7.04
January 2010	9.20	5.49
February 2010	8.38	5.91
March 2010 (up to the Latest Practicable Date)	8.58	7.53

**(6) REPURCHASE OF SHARES**

No purchase of Shares were made by the Company in the previous six months ended on the Latest Practicable Date, whether on the Stock Exchange or otherwise.

**(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. LI DONGSHENG**

Mr. Li Dongsheng, aged 52, 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 China Entrepreneur Magazine
- 2004, "2004 CCTV Man of the Year on the Chinese Economy", was awarded one of the worldwide most influential business leaders by "Time Magazine" and "CNN", and French National Honor Metal (OFFICIER DE LA LEGION D'HONNEUR)
- 2005, one of the most influential entrepreneurs by China Entrepreneur Magazine
- 2006, one of the most influential entrepreneurs by China Entrepreneur Magazine
- 2007, "Corporate Leadership Award" by the US-China 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 (including OPTA Corporation (whose shares are listed on the NASDAQ Exchange (non-bulletin board))). 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 30,411,731 Shares, and options to subscribe for 3,194,757 Shares. He holds 160,662,400 shares of TCL Corporation. In respect of his interests in TCL Communication, he holds 24,126,120 of its shares and he is deemed to have a further 3,000,000 of its shares held by his spouse, and options to subscribe for 3,390,888 of its shares. Mr. Li has not entered into any service contract with the Company.

**2. MS. XU FANG**

Ms. Xu Fang, aged 47, is an executive Director of the Company. Ms. Xu obtained a Bachelor's degree in English Linguistics from Nanjing Normal University, and a Master's degree in Business Administration from New York Institute of Technology. She joined TCL Institute of Training of TCL Corporation (the ultimate controlling shareholder of the Company) as the Dean in February 2004. She then became the Deputy Dean of TCL Institute of Leadership Development in February 2006 and the Dean in April 2007. Ms. Xu has been the Human Resources Director and General Manager of the Human Resources Management Centre of TCL Corporation since September 2007. Ms. Xu is also a part-time lecturer at Shenzhen Graduate School of Peking University, a distinguished professor at Shantou University and a distinguished research fellow at Sun Yat-Sen University. Ms. Xu has been appointed as a non-executive director of TCL Communication Technology Holdings Limited (a subsidiary of TCL Corporation) with effect from 15 July 2009.

Ms. Xu holds options to subscribe for 147,210 Shares and options to subscribe for 104,528 shares in TCL Communication. She is deemed to have 20,000 Shares of TCL Corporation which are held by her spouse.

There is no service contract entered into between the Company and Ms. Xu.

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

Mr. Albert Thomas da Rosa, Junior, aged 56, 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 chairman of the Appeal Tribunal (Building) Panel, a Deputy Convenor and a member of the Solicitors Disciplinary Tribunal Panel and 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.

#### **4. MR. HUANG XUBIN**

Mr. Huang Xubin, aged 44, is a non-executive Director of the Company. He joined the Group in March 2001 and served as an officer and general manager of the Financial Settlement Centre of TCL Corporation. He became the chief economist of TCL Corporation in June 2004, 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 the Group, 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’s degree in Economy at Research Institute for Fiscal Science, Ministry of Finance, the People’s Republic of China.

Mr. Huang holds options to subscribe for 295,229 Shares and options to subscribe for 535,841 shares in TCL Communication.

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

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

#### **5. MR. LEONG YUE WING**

Mr. Leong Yue Wing, aged 57, is a non-executive Director of the Company (effective from 1 April 2010). He 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.

Mr. Leong holds 594,671 Shares and options to subscribe for 1,245,572 Shares.

Save and except for the senior consultant contract which expires on 31 March 2010, there is no service contract between the Company and Mr. Leong.

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

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

Mr. Tang Guliang, aged 47, 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. MR. ROBERT MAARTEN WESTERHOF**

Mr. Robert Maarten Westerhof, aged 66, 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 do 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.

#### **8. MS. WU SHIHONG**

Ms. Wu Shihong, aged 53, 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 one of the “Most Powerful Business Women in the World” in year 2001 (No. 27) and year 2002 (No. 24). 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.

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

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**DIRECTORS' EMOLUMENTS**

The amounts of emoluments received in 2009 by the above Directors to be elected/re-elected at the upcoming AGM are set out in the table below (in HK\$'000):

	<b>Fees</b>	<b>Salaries, allowances and benefits in kind</b>	<b>Discretionary performance related bonuses</b>	<b>Equity-settled share option benefits</b>	<b>Pension scheme contributions</b>	<b>Total remuneration</b>
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Mr. Li Dongsheng	120	650	–	1,855	–	2,625
Ms. Xu Fang	50	–	–	79	–	129
Mr. Albert Thomas da Rosa, Junior	225	–	–	15	–	240
Mr. Huang Xubin	120	–	–	161	–	281
Mr. Leong Yue Wing	120	6,621	19,870	853	269	27,733
Mr. Tang Guliang	225	–	–	15	–	240
Mr. Robert Maarten Westerhof	150	–	–	15	–	165
Ms. Wu Shihong	225	–	–	15	–	240

The emoluments to be received in 2010 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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### 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 4:00 p.m. on 10 May 2010, Monday, at Salon III & IV, Mezzanine Level, Grand Hyatt Hong Kong Hotel, 1 Harbour Road, Wanchai, Hong Kong 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 2009.
- (2) To re-appoint Messrs. Ernst & Young as the Auditors and authorise the board of Directors to fix their remuneration.
- (3) To declare a final dividend of HK12.00 cents per ordinary share of the Company, which is paid out of the share premium account of the Company to the shareholders whose name appear on the Register of Members of the Company on 10 May 2010.
- (4) To elect the newly appointed Director.
- (5) To re-elect the retiring Directors.
- (6) To re-elect the Directors who hold office until the conclusion of the AGM.
- (7) 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:

- (8) **"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

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## NOTICE OF ANNUAL GENERAL MEETING

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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) 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 20% 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).”

- (9) “**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 10% 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.”
- (10) “**THAT**, subject to the availability of unissued share capital and conditional upon the resolutions nos. (8) and (9) above being passed, the aggregate nominal amount of the Shares which are repurchased by the Company pursuant to and in accordance with resolution no. (9) 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. (8) above.”
- (11) “**THAT** conditional upon The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting listing of and permission to deal in the Shares to be issued upon the exercise of options under the share option scheme adopted by the Company on 15 February 2007 (the “Share Option Scheme”), the existing scheme mandate limit in respect of the granting of options to subscribe for Shares under the Share Option Scheme be refreshed and renewed provided that the total number of Shares which may be allotted and issued pursuant to the grant or exercise of the options under the Share Option Scheme (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme) shall not exceed 10% of the Shares in issue as at the date of passing this resolution and that the Directors of the Company be and are hereby authorised, subject to compliance with the Rules Governing the Listing of Securities on the Stock Exchange, to grant options under the Share Option Scheme up to the refreshed limit and to exercise all the powers of the Company to allot, issue and deal with Shares pursuant to the exercise of such options.”

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

Hong Kong, 1 April 2010

*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.

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## NOTICE OF ANNUAL GENERAL MEETING

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2. A form of proxy for the AGM is enclosed with the Company's circular dated 1 April 2010. 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 from 6 May 2010, Thursday to 10 May 2010, Monday (both dates inclusive), 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 5 May 2010, Wednesday.
4. With regard to resolutions nos. (8) and (10) 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 (8) above.

*As at the date of this notice, the Board comprises Li Dongsheng, Yu Guanghui, Shi Wanwen and Xu Fang as executive directors, Albert Thomas da Rosa, Junior, Huang Xubin and Leong Yue Wing as non-executive directors and Tang Guliang, Robert Maarten Westerhof and Wu Shihong as independent non-executive directors.*