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If you have sold or transferred all your Shares in TCL MULTIMEDIA TECHNOLOGY HOLDINGS LIMITED, you should at once hand this circular 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)

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of TCL Multimedia Technology Holdings Limited to be held at Salon III & IV, M/F, Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong on 9 May 2011, Monday, at 3:30 p.m. is set out on pages 17 to 19 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 26/F., 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 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 annual general meeting or any adjournment thereof should you so wish.

28 March 2011

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DEFINITIONS

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, M/F, Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong, on 9 May 2011, Monday, at 3:30 p.m. for the purpose of considering and, if thought fit, approving the resolutions proposed in the AGM Notice
“AGM Notice”	the notice dated 28 March 2011 for convening the AGM and included herein
“Articles”	the articles of association of the Company as amended from time to time
“Associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors (including non-executive Directors and independent non-executive Directors)
“Company”	TCL Multimedia Technology Holdings Limited, an exempted 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 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

DEFINITIONS

“Latest Practicable Date”	18 March 2011, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“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 as 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”	The Hong Kong Codes on Takeovers and Mergers
“TCL Communication”	TCL Communication Technology Holdings Limited, an exempted 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: 02618)
“TCL Corporation”	TCL集團股份有限公司(TCL Corporation), a joint stock company established under the laws of the PRC, the shares of which are listed on the Shenzhen stock exchange, and the ultimate controlling shareholder of the Company and TCL Communication

LETTER FROM THE BOARD



TCL MULTIMEDIA TECHNOLOGY HOLDINGS LIMITED

TCL 多媒體科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01070)

Executive Directors:

Li Dongsheng
Bo Lianming
Zhao Zhongyao
Yu Guanghui
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

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

28 March 2011

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
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 Shareholder's 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;

LETTER FROM THE BOARD

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

2. VARIOUS MANDATES

On 10 May 2010, 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 forthcoming 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 1,086,524,547 fully paid-up Shares. Subject to the passing of the resolution granting the General Mandate and on the basis that no further Shares will be 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 217,304,909 Shares. There is 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 granting of the Repurchase Mandate. The new 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 1,086,524,547 fully paid-up Shares as at the Latest Practicable Date and no Shares will be 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 108,652,454 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 the Appendix I to this circular.

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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 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 to be held; and (iii) its revocation or variation by ordinary resolution of the Shareholders in general meeting.

3. RE-ELECTION OF DIRECTORS

Mr. Zhao Zhongyao and Mr. Bo Lianming, who were appointed by the Board as executive directors effective from 10 September 2010 and 14 May 2010 respectively, 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.

	Name	Position
(a)	Mr. Yu Guanghui	Executive Director
(b)	Mr. Leong Yue Wing	Non-executive Director
(c)	Mr. Tang Guliang	Independent Non-executive Director

Mr. Leong Yue Wing and Mr. Tang Guliang 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.

By a Board resolution passed on 22 February 2011, the specific terms of all non-executive Directors and independent non-executive Directors have been extended to end on the annual general meeting of the Company which takes place on the third year after the annual general meeting of the Company in which they are elected or re-elected. The extension will take effect from the passing of the related resolutions at the AGM.

Accordingly if re-elected at the AGM, Mr. Leong Yue Wing and Mr. Tang Guliang will hold office until the conclusion of the annual general meeting of the Company of 2014.

LETTER FROM THE BOARD

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

Name	Position
(a) Mr. Huang Xubin	Non-executive Director
(b) Mr. Albert Thomas da Rosa, Junior	Non-executive Director
(c) Mr. Robert Maarten Westerhof	Independent Non-executive Director
(d) Ms. Wu Shihong	Independent Non-executive Director

Mr. Huang Xubin, Mr. Albert Thomas da Rosa, Junior, Mr. Robert Maarten Westerhof and Ms. Wu Shihong, being eligible, will offer themselves for re-election at the AGM.

Based on the Board resolution passed on 22 February 2011, if re-elected at the AGM, Mr. Huang Xubin, Mr. Albert Thomas da Rosa, Junior, Mr. Robert Maarten Westerhof and Ms. Wu Shihong will hold office until the conclusion of the annual general meeting of the Company of 2014.

If 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 19 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 it to the Company's branch share registrar, Tricor Tengis Limited, 26/F, 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 the AGM 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 register of members of the Company will be closed on 9 May 2011, Monday, for the purposes of determining the entitlements of the Shareholders to attend and vote at the AGM. No transfer of the Shares may be registered on that day. In order to qualify to attend and vote at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, by no later than 4:30 p.m. on 6 May 2011, Friday.

LETTER FROM THE BOARD

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

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 enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

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 1,086,524,547 fully paid-up Shares.

Subject to the passing of the resolution granting the new Repurchase Mandate and on the basis that no further Shares will be 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 108,652,454 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 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 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 Shares, the Company may apply funds legally available for such purpose from distributable profit or funds from a new issue in accordance with its memorandum and articles of association 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 2010, 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 THE TAKEOVER CODE

If, as the 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 (depending on the level of increase of the Shareholders' interest) 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 will be 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 1,086,524,547 to 977,872,093.

As at the Latest Practicable Date, TCL Corporation, through T.C.L. Industries Holdings (H.K.) Limited, its wholly-owned subsidiary, held 569,597,284 Shares representing approximately 52.42% of the issued Share capital of the Company. Mr. Li Dongsheng, Mr. Bo Lianming and Mr. Zhao Zhongyao held 18,411,731 Shares, 1,807 Shares and 2,830,000 Shares respectively, representing 1.69%, 0.0002% and 0.26% respectively of the issued Share capital of the Company as at the Latest Practicable Date. Mr. Li Dongsheng, Mr. Bo Lianming and Mr. Zhao Zhongyao being directors of TCL Corporation are presumed to be acting in concert with TCL Corporation for the purpose of the Takeover Code and their collective shareholding with TCL Corporation amounts to 54.37%.

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 58.25% (hence making the collective shareholdings of TCL Corporation, Mr. Li, Mr. Bo and Mr. Zhao be increased to 60.42% of the issued Share capital of the Company). In the event of such increase, T.C.L. Industries Holdings (H.K.) Limited, Mr. Li, Mr. Bo and Mr. Zhao (if they are not able to rebut the presumption to be acting in concert) may be obliged to make a mandatory offer under Rule 26 of the Takeover Code as the aggregate percentage shareholding of them would increase by more than 2% of the voting rights of the Company. Save as above, 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 Board currently has no intention to exercise the Repurchase Mandate to the extent which will trigger a mandatory offer under Rule 26 of the Takeover Code.

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.

5. SHARE PRICE

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during the previous twelve months and up to the Latest Practicable Date are as follows:

	Shares	
	Highest (HK\$)	Lowest (HK\$)
2010		
March	8.58	7.53
April	8.67	6.08
May	6.40	4.32
June	5.95	4.10
July	4.42	3.05
August	3.79	2.35
September	3.68	2.38
October	3.76	3.02
November	3.69	2.96
December	3.32	3.01
2011		
January	3.39	3.03
February	3.20	2.60
March (up to the Latest Practicable Date)	2.87	2.20

6. REPURCHASE OF SHARES

No purchase of Shares was 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, nor any Associates of any Director, have any present intention in the event that the Repurchase Mandate is approved by the Shareholders to sell any 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 is 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 are proposed to be re-elected at the AGM.

1. MR. ZHAO ZHONGYAO

Mr. Zhao Zhongyao, aged 48, is currently the Chief Executive Officer and an Executive Director of the Company. He has been with the Group since December 1991 and was previously a Director of the Company from the period of 18 May 2004 to 8 June 2006. He is currently an Executive Director of TCL Corporation, the shares of which are listed on the Shenzhen Stock Exchange. He also currently holds the position of Chairman of the Board of Directors of Huizhou Teche Corporation and the Chief Executive Officer of Huizhou TCL Household Appliance Group Co. Ltd.

Mr. Zhao has almost 20 years experience in sales and marketing and management of consumer electronics business. Mr. Zhao graduated with a bachelor's and a master's degrees in Automatic Control – Electrical Engineering from Northwestern Polytechnic University of PRC in 1987 and a master's degree in the business administration from Massachusetts Institute of Technology in 2007. Save as disclosed herein, Mr. Zhao does not at present, and did not in the past three years, hold any directorship in any listed public company. After being the Chief Executive Officer of the Company, he has devoted most of his time in the business of the Group.

Mr. Zhao holds 2,830,000 Shares and options to subscribe for 2,630,157 Shares. He also holds 2,371,652 shares in TCL Corporation and options to subscribe for 565,899 shares in TCL Communication.

2. MR. BO LIANMING

Mr. Bo Lianming, aged 48, is currently an Executive Director of the Company, an Executive Director and Chief Operating Officer of TCL Corporation and a Non-executive Director of TCL Communication. Mr. Bo held a number of management positions including Vice President and Financial Director of TCL IT Industrial Group, Vice President of TCL Components Strategic Business Unit, Executive Vice President of TTE Corporation, as well as Human Resources Director, Vice President and Senior Vice President of TCL Corporation. He has over 10 years of experience in the consumer electronics products industry. Before joining TCL Corporation in 2000, he was the Chief Accountant of Shenzhen Airlines Co. Ltd. Mr. Bo holds a Doctorate degree in Business Administration from Xi'an Jiaotong University.

Mr. Bo holds 1,807 Shares and options to subscribe for 340,357 Shares. He also holds 534,894 shares in TCL Corporation and 65,700 shares in TCL Communication and options to subscribe for 1,720,632 shares in TCL Communication.

Mr. Bo has not entered into any service contract with the Company.

3. MR. YU GUANGHUI

Mr. Yu, aged 42, is currently the Chief Operating Officer and an Executive Director of the Company and a Vice President of TCL Corporation. Mr. Yu joined TCL in 1993. He had held the positions of Engineer of TCL Huizhou Shouhua Science Park, Manager Assistant of LG Electronics (Huizhou), Deputy General Manager of TCL King Electrical Appliances (Huizhou) Co. Ltd, Deputy General Manager of TCL Electronics (HK) Co., Ltd., General Manager of TCL Overseas Holdings Co., Ltd., Vice President of Electronics Business Unit and Overseas Business Unit of the Company, President of TTE Strategic-OEM Business Unit, General Manager of AV Business Unit and President of the Company. Mr. Yu has rich management experience in material procurement, manufacturing, product management, business development and cooperation with world class companies. He was one of the founders of TCLs early Color TV production base. Mr. Yu graduated from the Shanxi Normal University with a Master's degree in Physics, and holds a MBA degree from Peking University and an EMBA degree from Cheung Kong Graduate School of Business.

Mr. Yu holds 230,946 Shares and options to subscribe for 697,663 Shares. He also holds options to subscribe for 740 shares in TCL Communication.

4. MR. LEONG YUE WING

Mr. Leong, aged 58, is a Non-Executive Director and a Senior Consultant of the Company. 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 594,672 Shares.

Mr. Leong has not entered into any service contract with the Company.

If re-elected at the AGM, Mr. Leong will hold office until the conclusion of the annual general meeting of the Company of 2014.

5. MR. TANG GULIANG

Mr. Tang, aged 48, is an Independent Non-executive Director of the Company. He is a professor at University of International Business and Economics, School of Business. Mr. Tang holds directorships in several listed companies in the PRC. He is also a certified public accountant in the PRC and a Director of the Accounting Society of China.

Mr. Tang holds options to subscribe for 30,000 Shares.

Mr. Tang has not entered into any service contract with the Company.

If re-elected at the AGM, Mr. Tang will hold office until the conclusion of the annual general meeting of the Company of 2014.

6. MR. HUANG XUBIN

Mr. Huang Xubin, aged 45, is currently a Non-executive Director of the Company and the Chief Financial Officer of TCL Corporation. 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 Deputy Manager and Manager 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 PRC.

Mr. Huang holds options to subscribe for 295,229 Shares. He also holds options to subscribe for 1,535,841 shares in TCL Communication.

Mr. Huang has not entered into any service contract with the Company.

If re-elected at the AGM, Mr. Huang will hold office until the conclusion of the annual general meeting of the Company of 2014.

7. MR. ALBERT THOMAS DA ROSA, JUNIOR

Mr. da Rosa, aged 57, is a Non-executive Director of the Company. He holds both Bachelor's and Master's Law Degrees from the University of Hong Kong. He was qualified as a solicitor in Hong Kong in 1980. He currently is a practicing solicitor and a partner of Messrs. Cheung, Tong & Rosa, Solicitors, Hong Kong. Mr. da Rosa is a fellow of the Chartered Institute of Arbitrators and the Hong Kong Institute of Directors, a member of the Hong Kong Securities Institute and the Society of Registered Financial Planners and an Accredited Mediator with certain institutions in the U.K. and Hong Kong.

He is an Independent Non-executive Director of HKC (Holdings) Limited, a Non-executive Director of eSun Holdings Limited, and the Company Secretary of Y.T. Realty Group Limited and Yugang International Limited, all of which are companies listed on the Stock Exchange.

Mr. da Rosa serves as Chairman of the Appeal Tribunal (Buildings) Panel, Deputy Convenor and member of the Solicitors Disciplinary Tribunal Panel, and Deputy Chairman and member of the Panel of the Board of Review (Inland Revenue) respectively. He also served as member of the Academic and Accreditation Advisory Committee of the Securities and Futures Commission from February 2003 to March 2009.

Mr. da Rosa had been a Non-executive Director of Innovative International (Holdings) Limited (“Innovative” subsequently renamed as Carico (Holdings) Limited), a company incorporated in Bermuda and listed on the Stock Exchange, until his retirement at the conclusion of its annual general meeting held on 3 September 2001. 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 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.

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

Mr. da Rosa has not entered into any service contract with the Company.

If re-elected at the AGM, Mr. da Rosa will hold office until the conclusion of the annual general meeting of the Company of 2014.

8. MR. ROBERT MAARTEN WESTERHOF

Mr. Westerhof, aged 67, is an Independent Non-executive Director of the Company. He has over thirty years experience in the electronics industry. Mr. Westerhof has held senior management positions in the Computer, Telecommunications and Medical Systems divisions of Philips, his last positions were CEO Philips Asia and CEO Philips North America. After his retirement from Philips he became the President of the European Top Soccer Team PSV Eindhoven (a voluntary job). He is a Non-executive Director of AND Technologies N.V., a global leading provider of navigation solutions and digital maps which listed on the Amsterdam Stock Exchange. He serves as the Chairman of the Supervisory Board of Nucletron, a worldwide medical treatment company based in Netherlands. He is also a member of the Supervisory Board of Teleplan, a hardware services provider listed on the Frankfurt Stock Exchange, a member of the Advisory Board of Brand Loyalty, a consultancy firm in the area of consumer loyalty programs based in the Netherlands, and a member of the Advisory Board of VKA, an IT strategy company based in the Netherlands. Mr. Westerhof holds a Master’s degree in Business Administration at the Erasmus University of Rotterdam. He is also a graduate from Harvard Business School’s Advanced Management Program and International Senior Management Program.

Mr. Westerhof holds options to subscribe for 30,000 Shares.

Mr. Westerhof has not entered into any service contract with the Company.

If re-elected at the AGM, Mr. Westerhof will hold office until the conclusion of the annual general meeting of the Company of 2014.

9. MS. WU SHIHONG

Ms. Wu, aged 54, is an Independent Non-executive Director of the Company. She has extensive experience in the information technology industry. Ms. Wu is currently the Chairman of the Board and President of Shanghai Blackspace Information Tech. Co. Ltd. She joined IBM China in 1985 and she was a General Manager, Channel Management of IBM China from May 1997 to February 1998. She then became a General Manager of Microsoft China Co. Ltd. until August 1999. From 1999 to 2002, Ms. Wu was a Vice President of TCL Corporation, 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).

Ms. Wu holds options to subscribe for 30,000 Shares.

Ms. Wu has not entered into any service contract with the Company.

If re-elected at the AGM, Ms. Wu will hold office until the conclusion of the annual general meeting of the Company of 2014.

DIRECTORS' EMOLUMENTS

The amounts of emoluments received in 2010 by the above Directors to be re-elected at the AGM are set out in the table below:

Directors	Fees (HK\$'000)	Salaries, allowances and benefits in kind (HK\$'000)	Discretionary performance related bonuses (HK\$'000)	Employee share option benefits (HK\$'000)	Pension scheme contributions (HK\$'000)	Total remuneration (HK\$'000)
Zhao Zhongyao	37	496	250	558	35	1,376
Bo Lianming	76	-	-	65	-	141
Yu Guanghui	120	1,049	-	222	89	1,480
Leong Yue Wing	143	720	-	-	-	863
Tang Guliang	225	-	-	5	-	230
Huang Xubin	202	-	-	48	-	250
Albert Thomas da Rosa, Junior	225	-	-	5	-	230
Robert Maarten Westerhof	150	-	-	5	-	155
Wu Shihong	225	-	-	5	-	230

The emoluments to be received in 2011 by the above Directors to be re-elected at the AGM will be determined by the Board based on the adopted remuneration policy reviewed by the Remuneration Committee of the Company, 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 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 under the Articles, the laws of the Cayman Islands and the Listing Rules. Save as disclosed herein, the above Directors did not in the past three years up to the Latest Practicable Date hold any directorship in any listed public company in Hong Kong or overseas, did not as at the Latest Practicable Date have other major appointments and professional qualifications, any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance and 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 or are/were the above Directors to be 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.

NOTICE OF ANNUAL GENERAL MEETING

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)

NOTICE IS HEREBY GIVEN that the annual general meeting of the Company (the “AGM”) will be held at 3:30 p.m. on 9 May 2011, Monday at Salon III & IV, M/F, Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong, for the purpose of transacting the following business:

ORDINARY BUSINESS

1. To receive and adopt the audited consolidated 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 2010.
2. To re-appoint Messrs. Ernst & Young as the Auditors and authorize the board of Directors to fix their remuneration.
3. To re-elect the newly appointed Directors.
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 (“Shares”) 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 for the grant or issue of Shares or rights to acquire Shares or (c) upon the exercise of

NOTICE OF ANNUAL GENERAL MEETING

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 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;

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 recognized 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 (as hereinafter defined);
 - (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
 - (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;

NOTICE OF ANNUAL GENERAL MEETING

- 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 number of Shares which are repurchased by the Company pursuant to and in accordance with resolution no. 8 above shall be added to the number of Shares 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, 28 March 2011

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 needs 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 28 March 2011. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with a valid 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 26/F., Tesbury Centre, 28 Queen’s Road Central, 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 9 May 2011, Monday, 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 Company’s branch share registrar in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong no later than 4:30 p.m. on 6 May 2011, Friday.
4. With regard to resolutions no. 7 above, the Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the general mandate to be granted under resolution no. 7 above.

As at the date of this notice, the board of Directors comprises Mr. LI Dongsheng, Mr. BO Lianming, Mr. ZHAO Zhongyao, Mr. YU Guanghui and Ms. XU Fang, being the executive Directors, Mr. Albert Thomas DA ROSA, Junior, Mr. HUANG Xubin and Mr. LEONG Yue Wing, being the non-executive Directors, and Mr. TANG Guliang, Mr. Robert Maarten WESTERHOF and Ms. WU Shihong, being the independent non-executive Directors.