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

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**If you are in doubt** as to any aspect about this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitors, professional accountant or other professional adviser.

**If you have sold or transferred** all your Shares in TCL MULTIMEDIA TECHNOLOGY HOLDINGS LIMITED, 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,  
RE-ELECTION OF DIRECTORS,  
PROPOSED ADOPTION OF THE REVISED MEMORANDUM AND  
ARTICLES OF ASSOCIATION**

**AND**

**NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of TCL Multimedia Technology Holdings Limited to be held at Regus Business Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on 8 May 2012, Tuesday, at 3:30 p.m. is set out on pages 36 to 39 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.

26 March 2012

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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 Regus Business Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on 8 May 2012, Tuesday, 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 26 March 2012 for convening the AGM and included in this circular
“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 issue and allot Shares with an aggregate nominal value not exceeding 20% of the aggregate nominal value of the issued share capital of the Company 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”	16 March 2012, 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 as amended 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 issued share capital of the Company as at the date of approval of the mandate
“Share(s)”	ordinary share(s) of HK\$1.00 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code 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, 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 TCL Communication and the Company
“%”	per cent

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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  
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

*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  
Tseng Shieng-chang Carter

26 March 2012

*To the Shareholders,*

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS,  
PROPOSED ADOPTION OF THE REVISED MEMORANDUM AND  
ARTICLES OF ASSOCIATION**

**AND**

**NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information regarding the following proposed resolutions 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;

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## LETTER FROM THE BOARD

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- (b) the granting to the Directors of the Repurchase Mandate;
- (c) the granting to the Directors of the General Extension Mandate;
- (d) the re-election of Directors; and
- (e) the adoption of the revised Memorandum and Articles incorporating the amendments as set out in Appendix III (the “New Articles”).

### 2. VARIOUS MANDATES

On 9 May 2011, 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 new 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 1,319,171,397 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 issued and allotted or repurchased after the Latest Practicable Date to the date of the AGM, exercise in full of the General Mandate could result in up to issue of 263,834,279 new Shares. There is no present intention for issuance of any 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, and on the basis that there were 1,319,171,397 fully paid-up Shares as at the Latest Practicable Date and no Shares will be issued and allotted or repurchased by the Company from the Latest Practicable Date to the date of AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 131,917,139 Shares. There is no present intention for repurchase of any Shares pursuant to the Repurchase Mandate.

An explanatory statement required under Rule 10.06(1)(b) of the Listing Rules to be sent to the Shareholders in relation to the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the information reasonably necessary for Shareholders to make an informed decision on whether to approve the relevant resolution at the AGM.

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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 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

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) Ms. Xu Fang	Executive Director
(c) Mr. Albert Thomas da Rosa, Junior	Non-executive Director
(d) Mr. Robert Maarten Westerhof	Independent Non-executive Director

The existing term of Mr. Albert Thomas da Rosa, Junior and Mr. Robert Maarten Westerhof will expire until the conclusion of the annual general meeting in 2014, however they are required to retire from office by rotation. Both of them, being eligible, will offer themselves for re-election at the AGM.

If re-elected at the AGM, Mr. Albert Thomas da Rosa, Junior and Mr. Robert Maarten Westerhof will hold office until the conclusion of the annual general meeting of the Company in 2015.

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.

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## LETTER FROM THE BOARD

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#### 4. PROPOSED ADOPTION OF THE REVISED MEMORANDUM AND ARTICLES OF ASSOCIATION

The existing Articles can be read from the websites of the Stock Exchange and the Company. In light of the amendments to the Listing Rules and the Code on Corporate Governance Practices contained in Appendix 14 of the Listing Rules, it is proposed that certain amendments to be made to the existing Articles to align them with the new requirements under the Listing Rules and the Code on Corporate Governance Practices. Certain other amendments in the nature of cosmetic changes are also proposed to be made. A special resolution will be proposed at the AGM to adopt the New Articles, and the new amendments to be brought about by the New Articles are set out in Appendix III to this Circular. Set out hereunder are some of the major amendments:

1. the notice period for convening an annual general meeting and any extraordinary general meeting at which the passing of a special resolution is to be considered shall not be less than twenty-one (21) days and not less than twenty (20) clear business days whereas all other extraordinary general meeting may be called by not less than fourteen (14) days and not less than ten (10) clear business days. Accordingly, Articles 2 and 73(a) are proposed to be amended;
2. all resolutions at general meetings of the company shall be decided by poll but if the matter relates purely to a procedural or administrative matter, the chairman of the meeting may in good faith allow it to be voted on by a show of hands. Accordingly, Articles 6(a), 80 to 83 and 94 are proposed to be amended;
3. subject to certain exceptions, a Director shall not vote on any board resolution approving any contract or arrangement or any other proposal in which he or any of his associates has a material interest nor shall he be counted in the quorum present at the meeting, and the exception that a director may vote on such board resolution provided that he or any of his associates are not beneficially interested in more than 5% in the party with which the Company proposes to enter into a contract or arrangement is to be removed. Accordingly, Articles 107(c)(iii) are proposed to be deleted in its entirety; and
4. if a substantial Shareholder or a Director has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the matter shall be dealt with by a physical board meeting rather than a written resolution. Accordingly, Articles 2 and 133 are proposed to be amended.

#### 5. ANNUAL GENERAL MEETING

The AGM Notice is set out on pages 36 to 39 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 in person at the AGM or any adjournment thereof should you so desire.



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## LETTER FROM THE BOARD

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### 6. FINAL DIVIDEND

The Board has recommended the declaration of a final dividend to the Shareholders whose names appear on the register of members of the Company on 16 May 2012, Wednesday. An ordinary resolution will be proposed at the AGM to declare the final dividend.

### 7. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 7 May 2012, Monday, to 8 May 2012, Tuesday (both dates inclusive), 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 during the said period. In order to qualify to attend and vote at the AGM, all transfers of shares 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 4 May 2012, Friday.

The register of members of the Company will be closed from 14 May 2012, Monday to 16 May 2012, Wednesday (both dates inclusive), for the purpose of determining the entitlements of the members of the Company to the proposed final dividend upon passing of relevant resolution. No transfer of Shares may be registered during the said period. In order to qualify for the proposed final dividend, all transfers of shares 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 11 May 2012, Friday.

### 8. 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.

### 9. 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.

### 10. 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*

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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 1,319,171,397 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 issued and allotted or repurchased from the Latest Practicable Date to the date of the AGM, the Directors would be allowed under the Repurchase Mandate to repurchase up to 131,917,139 Shares, representing 10% of the issued share capital of the Company as at the Latest Practicable Date, during 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 as a whole 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 as a whole.

### **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.

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 2011, and taking into account the current working capital position of the Group, the Directors consider that there would be no material adverse effect on the working capital and gearing levels of the Group in the event that the Repurchase Mandate was to be exercised in full at any time during the proposed repurchase 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 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 TAKEOVERS 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 Rule 32 of the Takeovers 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 Takeovers Code.

Assuming that no further Shares will be issued and allotted or repurchased from the Latest Practicable Date to the date of the AGM, on exercise in full of the Repurchase Mandate, the number of issued Shares will decrease from 1,319,171,397 to 1,187,254,258.

As at the Latest Practicable Date, TCL Corporation owned 816,094,475 Shares representing approximately 61.86% of the issued share capital of the Company, of which 246,497,191 Shares were registered in its own name and 569,597,284 Shares were held through T.C.L. Industries Holdings (H.K.) Limited, its wholly-owned subsidiary.

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 68.74%. Accordingly, the Directors are not aware of any consequences which may arise under the Takeovers 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 Takeovers 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.

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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 have been traded on the Stock Exchange during the previous twelve months and up to the Latest Practicable Date were as follows:

	<b>Shares</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>(HK\$)</i>	<i>(HK\$)</i>
<i>2011</i>		
March	2.86	2.20
April	3.30	2.23
May	3.23	2.75
June	3.18	2.86
July	3.46	3.01
August	3.34	2.30
September	3.08	2.09
October	2.73	1.65
November	2.56	2.26
December	2.60	2.30
<i>2012</i>		
January	2.94	2.50
February	3.71	2.73
March (up to the Latest Practicable Date)	4.48	3.40

**6.     REPURCHASE OF SHARES**

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

<b>Date of repurchase</b>	<b>No. of Shares repurchased</b>	<b>Purchase price per Share</b>		<b>Aggregate consideration paid <i>(HK\$)</i></b>
		<b>Highest <i>(HK\$)</i></b>	<b>Lowest <i>(HK\$)</i></b>	
20 September 2011	1,446,000	2.46	2.24	3,388,940
21 September 2011	3,000,000	2.46	2.29	7,313,720
22 September 2011	2,958,000	2.35	2.23	6,895,600
23 September 2011	2,800,000	2.29	2.17	6,297,300
26 September 2011	1,500,000	2.30	2.15	3,344,540
27 September 2011	1,100,000	2.26	2.24	2,478,860
28 September 2011	784,000	2.26	2.18	1,731,140
30 September 2011	900,000	2.18	2.09	1,923,000
<b>Total:</b>	<b>14,488,000</b>			<b>33,373,100</b>

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

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Save as disclosed herein, neither the Company nor any of its subsidiaries had purchased, redeemed or sold any of the Company's listed securities during the year and up to the date of this circular.

**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 repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

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## APPENDIX II                      DETAILS OF DIRECTORS STANDING FOR RE-ELECTION

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

### 1.     **MR. LI DONGSHENG**

Mr. Li Dongsheng, aged 54, 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:

- 2004, "China's Economic Person of the Year" by CCTV, "Asia Businessman of the Year" by *Fortune* magazine, "Top 25 Global Influential Business Leaders" by American *Time* magazine and CNN and French National Honor Medal (OFFICER DE LA LEGION D'HONNEUR) by French President
- 2005, "One of the most influential Business Leaders" by *China Entrepreneur* magazine
- 2006, "One of the most influential Business Leaders" by *China Entrepreneur* magazine
- 2007, "Corporate Leadership Award" by the US-China Forum in Chicago
- 2008, "Deloitte Entrepreneur Award" in Barcelona, "Economic Figure of China's 30 years of Reform and Opening-up", "The Founder of the Brand in 30 years' Reform and Opening-up" by a brand evaluating agency in New York and was named China's "Top Ten Outstanding CEOs" by *China Times*
- 2009, "China's Economic Person of the Year: Business leader of the Decade" by CCTV and "Top 60 Branding Leaders of the Past 60 Years" by Brand China Industry Union
- 2011, "Chinese Economic Leader" by Ifeng.com and *21st Century Business Herald* and China's "Life Achievement Award of Top 25 Influential Business Leaders" by *China Entrepreneur* magazine

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's degree in Radio Technology from South China University of Technology.

Mr. Li is deemed to have interest in 32,865,848 Shares, of which 2,538,000 Shares are held by his spouse. He also holds options to subscribe for 7,171,956 Shares.

Insofar as associated corporations of the Company are concerned, Mr. Li is deemed to have interest in 35,383,256 shares of TCL Communication, of which 1,920,000 shares are held by his spouse. He also holds options to subscribe for 8,601,120 shares of TCL Communication. He also holds 459,833,600 shares of TCL Corporation.

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

**2.     MS. XU FANG**

Ms. Xu Fang, aged 49, 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 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 of TCL Corporation since September 2007. From September 2007 to May 2010, Ms. Xu held the position of General Manager of the Human Resources Management Centre of TCL Corporation. Ms. Xu has been the Vice President of TCL Corporation since October 2010. From September 2010 to June 2011, Ms. Xu concurrently held the position of Chief Human Resources Officer of the Company. 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 with effect from 15 July 2009.

Ms. Xu holds options to subscribe for 1,282,110 Shares.

Insofar as associated corporations of the Company are concerned, Ms Xu holds options to subscribe for 1,511,467 shares in TCL Communication. She is deemed to have interest in 40,000 shares of TCL Corporation which are held by her spouse. She also holds options to subscribe for 3,383,400 shares in TCL Corporation.

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

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

Mr. Albert Thomas da Rosa, aged 58, 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.

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## **APPENDIX II                      DETAILS OF DIRECTORS STANDING FOR RE-ELECTION**

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Mr. da Rosa had been a Non-executive Director of Innovative International (Holdings) Limited (“Innovative”, subsequently renamed as Sinopoly Battery 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 330,000 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 2015.

#### **4.     MR. ROBERT MAARTEN WESTERHOF**

Mr. Robert Maarten Westerhof, aged 68, 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 of Philips Asia and CEO of 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 the Co-Chairman of Thinktank Omega, an independent think tank that advises the government of the Netherlands on economics, financial and social issues and 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 headquartered in the Netherlands, 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 330,000 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 2015.



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**APPENDIX II                      DETAILS OF DIRECTORS STANDING FOR RE-ELECTION**

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**DIRECTORS' EMOLUMENTS**

The amounts of emoluments received in 2011 by the above Directors to be re-elected at the AGM are set out in the table below:

<b>Directors</b>	<b>Fees</b> <i>(HK\$'000)</i>	<b>Salaries, allowances and benefits in kind</b> <i>(HK\$'000)</i>	<b>Equity-settled share option benefits</b> <i>(HK\$'000)</i>	<b>Total remuneration</b> <i>(HK\$'000)</i>
Li Dongsheng	120	650	1,241	2,011
Xu Fang	120	–	470	590
Albert Thomas da Rosa, Junior	225	–	89	314
Robert Maarten Westerhof	300	–	89	389

The emoluments to be received in 2012 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 other 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.

Set out below are the amendments of the brought about by the New Articles:

Existing Article No.	Proposed Amendments to Articles of Association
2	<p>The following new definitions are proposed to be added in Article 2 in alphabetical order:</p> <p><b>“Business day(s)”</b> any day on which the Exchange is generally open for the business of dealing in securities. For the avoidance of doubt, where the Exchange is closed for the business of dealing in securities in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Articles be counted as a business day;</p> <p><b>“clear day(s)”</b> in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;</p> <p><b>“electronic means”</b> includes sending or otherwise making available to the intended recipients of the communication in electronic format;</p> <p><b>“Electronic Transactions Law”</b> shall mean the Electronic Transactions Law (2003 Revision) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;</p> <p><b>“holding company”</b> shall have the meaning attributed to such term in the Companies Ordinance;</p> <p><b>“published on the Exchange’s website”</b> shall mean published in English and Chinese on the Exchange’s website in accordance with the Listing Rules;</p> <p><b>“right issue”</b> shall mean an offer by way of rights to existing holders of securities of the Company which enables those holders to subscribe for securities in proportion to their existing holdings;</p> <p><b>“substantial shareholder”</b> a person who is entitled to exercise, or to control the exercise of, 10% or more (or such other percentage as may be prescribed by the Listing Rules from time to time) of the voting power at any general meeting of the Company;</p>

## Existing Article No.

## Proposed Amendments to Articles of Association

2

The following definitions are proposed to be deleted in entirety:

~~“branch register” shall mean a branch register of members of the Company maintained at such place within or outside the Cayman Islands as the Board shall determine from time to time;~~

~~**Registration Office** “registration office” shall mean in respect of the shares of the Company, such place or places where the Board from time to time determines to keep a branch register of holders in respect of such shares and where (except in cases where the Board otherwise determines) transfers of documents of title for such shares are to be lodged for registration and are to be registered;~~

2

The following definitions are proposed to be amended as set out below:

“Associate” shall mean, in relation to any Director:

- (i) his spouse and any of his or his spouse’s children or step-children, natural or adopted, under the age of 18 (together, the “family interests”);
- (ii) the trustees, acting in their capacity as such trustees, of any trust of which he or any of his family interests is a beneficiary or, in the case of a discretionary trust, is (to his knowledge) a discretionary object ~~and any company (“trustee-controlled company”) in the equity capital of which the trustees, acting in their capacity as such trustees, are directly or indirectly interested so as to exercise or control the exercise of 30% (or such other amount as may from time to time be specified in the HK Code on Takeovers & Mergers as being the level for triggering a mandatory general offer) or more of the voting power at general meetings, or to control the composition of a majority of the Board and any other company which is its subsidiary (together, the “trustee interests”);~~
- ~~(iii) a holding company of a trustee-controlled company or subsidiary of any such holding company;~~
- (iiiiv) any company in the equity capital of which he, his family interests, and/or any of the trustees referred to in (ii) above, acting in their capacity as such trustees, ~~and/or any trustee interests~~ taken together are directly or indirectly interested (other than through their respective interests in the capital of the Company) so as to exercise or control the exercise of 30 ~~per cent~~%. (or such other amount as may from time to time be specified in the HK Code on Takeovers and Mergers as being the level for triggering a mandatory general offer) or more of the voting power at general meetings, or to control the composition of a majority of the Board and any other company which is its subsidiary or holding company or a fellow subsidiary ~~of any such holding company~~; and

## Existing Article No.

## Proposed Amendments to Articles of Association

(iv) any other persons who would be deemed to ~~be~~as an “Associate” of the Director under the Listing Rules.

“the Companies Law” or “the Law” shall mean the Companies Law (~~Chapter 22, Law 3 of 1961, as consolidated and revised~~2011 Revision), Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;

“electronic” shall have the meaning given to it in the Electronic Transactions Law ~~2000 of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in the force and includes every other law incorporated therewith or substituted therefor;~~

~~“Writing”~~ or “printing” shall include writing, printing, lithograph, photograph, type-writing and every other mode of representing words or figures in a legible and non-transitory form and, only where used in connection with a notice served by the Company on members or other persons entitled to receive notices hereunder, shall also include a record maintained in an electronic medium which is accessible in visible form so as to be useable for subsequent reference;.

“recognised clearing house” shall have the meaning ascribed thereto in Part I of schedule 1 of the Securities and Futures Ordinance of Hong Kong (Cap. 571 of the Laws of Hong Kong) and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;

“~~subsidiary and holding company~~” shall have the ~~meanings~~meaning attributed to such ~~term~~term in the Companies Ordinance, but interpreting the term “subsidiary” in accordance with the definition of “subsidiary” under ~~rule 1.01~~ of the Listing Rules;

2

The following provision is proposed to be added as the last sentence of Article 2:

Sections 8 and 19 of the Electronic Transactions Law shall not apply.

## Existing Article No.

## Proposed Amendments to Articles of Association

- 3 The existing Article 3 is proposed to be deleted in its entirety and substitute therefor the following:  
“3. The capital of the Company at the date of the adoption of these Articles is HK\$~~500,000,000~~2,200,000,000 divided into 2,200,000,000~~5,000,000,000~~ shares of HK\$1.000~~10~~ each.”
- 4 The existing Article 4 is proposed to be deleted in its entirety and substitute therefor the following:  
“4. Subject to the provisions of these Articles and to any direction that may be given by the Company in general meeting and without prejudice to any special rights conferred on the holders of any existing shares or attaching to any class of shares, any share may be issued with or have attached thereto such preferred, deferred, qualified or other special rights or restrictions, whether in regard to dividend, voting, return of capital or otherwise, and to such persons at such times and for such consideration as the Board may determine. Subject to the Law and to any special rights conferred on any shareholders or attaching to any class of shares, any share may, with the sanction of a special resolution, be issued on terms that it is, or at the option of the Company or the holder thereof is, liable to be redeemed. No shares shall be issued to bearer ~~for so long as a recognised clearing house (in its capacity as such) is a member of the Company.~~”
- 6(a) The existing Article 6(a) is proposed to be deleted in its entirety and substitute therefor the following:  
“6(a) If at any time the share capital of the Company is divided into different classes of shares, all or any of the rights attached to any class of shares for the time being issued (unless otherwise provided for in the terms of issue of the shares of that class) may, subject to the provisions of the Law, be varied or abrogated with the consent in writing of the holders of not less than three-~~fourths~~ in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of shares of that class. To every such separate meeting all the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the quorum for the purposes of any such separate meeting and of any adjournment thereof shall be a person or persons together holding (or representing by proxy or duly authorised representative) at the date of the relevant meeting not less than one-third in nominal value of the issued shares of that class, ~~and that any holder of shares of the class present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy may demand a poll.~~”

## Existing Article No.

## Proposed Amendments to Articles of Association

- 7 The existing Article 7 is proposed to be deleted in its entirety and substitute therefor the following:  
“7(a) Subject to the Law, or any other law or so far as not prohibited by any law or the Listing Rules and subject to any rights conferred on the holders of any class of shares, the Company shall have the power to purchase or otherwise acquire ~~all~~ or any of its own shares (which expression as used in this Article includes redeemable shares) provided that the manner of purchase has first been authorised by a resolution of the members, and to purchase or otherwise acquire warrants for the subscription or purchase of its own shares, and shares and warrants for the subscription or purchase of any shares in any company which is its holding company and may make payment therefor in any manner authorised or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, a gift, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any shares or warrants in the Company or any company which is a holding company of the Company and should the Company purchase or otherwise acquire its own shares or warrants neither the Company nor the Board shall be required to select the shares or warrants to be purchased or otherwise acquired rateably or in any other manner as between the holders of shares or warrants of the same class or as between them and the holders of shares or warrants of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with any relevant code, rules or regulations issued by the Exchange or the Securities and Futures Commission of Hong Kong from time to time in force.”
- The following is proposed to be added as Article 7(b):  
“7(b) The Board may accept the surrender for no consideration of any fully paid share.”
- 9(a) The existing Article 9(a) is proposed to be deleted in its entirety and substitute therefor the following:  
“9(a) Subject to the provisions of the Law and the Memorandum of Association of the Company, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holders are, liable to be redeemed on such terms and in such manner, including out of capital, ~~as the Board may deem fit~~determined by a special resolution.”

**Existing Article No.****Proposed Amendments to Articles of Association**

9(b) The existing Article 9(b) is proposed to be deleted in its entirety and substitute therefor the following:

“9(b) Where the Company purchases ~~for or redeems~~ any of its shares, purchases or redemption ~~a redeemable share, purchases~~ not made through the market or by tender shall be limited to a maximum price, and if purchases are by tender, tenders shall be available to all ~~shareholders~~members alike.”

The following is proposed to be added as Article 14(e):

“14(e) For so long as any shares are listed on the Exchange, title to such listed shares may be evidenced and transferred in accordance with the Listing Rules that are or shall be applicable to such listed shares. The register of members maintained by the Company in respect of such listed shares (whether the principal register or a branch register) may be kept by recording the particulars required by Section 40 of the Law in a form otherwise than legible (provided it is capable of being reproduced in a legible form) if such recording otherwise complies with the Listing Rules that are or shall be applicable to such listed shares.”

15(c) The existing Article 15(c) is proposed to be deleted in its entirety and substitute therefor the following:

“15(c) The register may, on 14 days’ notice (or on 6 business days’ notice in the case of a rights issue) being given by advertisement published ~~in~~on the ~~newspapers~~Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be closed at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the register shall not be closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). The Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of ~~this Article~~these Articles with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is closed. In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days’ notice in accordance with the procedures set out in this Article.”

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- 15(e) The following is proposed to be added as Article 15(e):  
“15(e) In lieu of, or apart from, closing the register pursuant to other provisions in these Articles, the Board may fix in advance a date as the record date for any such determination of members entitled to receive notice of, or to vote at any general meeting of the members or any adjournment thereof, or for the purpose of determining the members entitled to receive payment of any dividend or distribution, or in order to make a determination of members for any other purpose.”
- 18 The existing Article 18 is proposed to be deleted in its entirety and substitute therefor the following:  
“*Every certificate to specify number and class of shares*  
18. Every share certificate shall specify the number and class of shares in respect of which it is issued and the amount paid thereon or the fact that they are fully paid, as the case may be, and may otherwise be in such form as the Board may from time to time prescribe.”
- 28 The existing Article 28 is proposed to be deleted in its entirety and substitute therefor the following:  
“28. In addition to the giving of notice in accordance with Article 26, notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the members affected by notice published on the ~~newspapers~~Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers.”
- 37 The existing Article 37 is proposed to be deleted in its entirety and substitute therefor the following:  
“37. ~~All transfers~~Transfers of shares may be effected by an instrument of transfer in the usual common form or in such other form as the Board may approve, which is consistent with the standard form of transfer as prescribed by the Exchange and approved by the Board. All instruments of transfer must be left at the registered office of the Company or at such other place as the Board may appoint and all such instruments of transfer shall be retained by the Company.”



## Existing Article No.

## Proposed Amendments to Articles of Association

- 38 The existing Article 38 is proposed to be deleted in its entirety and substitute therefor the following:
- “38(a) The instrument of transfer shall be executed by or on behalf of the transferor and by or on behalf of the transferee PROVIDED that the Board may dispense with the execution of the instrument of transfer by the transferee in any case which it thinks fit in its discretion to do so. The instrument of transfer of any share shall be in writing and shall be executed with a manual signature or facsimile signature (which may be machine imprinted or otherwise) by or on behalf of the transferor and transferee PROVIDED that in the case of execution by facsimile signature by or on behalf of a transferor or transferee, the Board shall have previously been provided with a list of specimen signatures of the authorised signatories of such transferor or transferee and the Board shall be reasonably satisfied that such facsimile signature corresponds to one of those specimen signatures. The transferor shall be deemed to remain the holder of a share until the name of the transferee is entered in the register in respect thereof.
- 38(b) Notwithstanding Articles 37 and 38(a), transfers of shares which are listed on the Exchange may be effected by any method of transferring or dealing in securities permitted by the Listing Rules and which has been approved by the Board for such purpose.”
- 44 The existing Article 44 is proposed to be deleted in its entirety and substitute therefor the following:
- “44. The registration of transfers may, on 14 days’ notice (or on 6 business days’ notice in the case of a rights issue) being given by advertisement published ~~in the newspapers~~Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be suspended and the register closed at such times for such periods as the Board may from time to time determine, provided always that such registration shall not be suspended or the register closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days’ notice before the announced closure, or the new closure, whichever is earlier. If, however, there are exceptional circumstances (e.g. during a Number 8 or higher typhoon signal and black rainstorm warning) that render the giving of such publication of advertisement impossible, the Company shall comply with these requirements as soon as practicable.”

<b>Existing Article No.</b>	<b>Proposed Amendments to Articles of Association</b>
59	The existing Article 59 is proposed to be deleted in its entirety and words “Intentionally Deleted” are inserted.
60	The existing Article 60 is proposed to be deleted in its entirety and words “Intentionally Deleted” are inserted.
61	The existing Article 61 is proposed to be deleted in its entirety and words “Intentionally Deleted” are inserted.
62	The existing Article 62 is proposed to be deleted in its entirety and words “Intentionally Deleted” are inserted.
70	<p>The existing Article 70 is proposed to be deleted in its entirety and substitute therefor the following:</p> <p>“70. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse (or such longer period as the Exchange may authorise) between the date of one annual general meeting of the Company and that of the next. So long as the first annual general meeting of the Company is held within <del>15</del><u>18</u> months <del>from the date</del> of its incorporation, it need not be held in the year of its incorporation <u>or in the following years</u>. The annual general meeting shall be held at such time and place as the Board shall appoint.”</p>

## Existing Article No.

## Proposed Amendments to Articles of Association

- 72 The existing Article 72 is proposed to be deleted in its entirety and substitute therefor the following:  
“72. The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any two or more members of the Company deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. General meetings may also be convened on the written requisition of any one member of the Company which is a recognised clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.”
- 73(a) The existing Article 73(a) is proposed to be deleted in its entirety and substitute therefor the following:  
“73. (a) An annual general meeting and any extraordinary general meeting called for the passing of a special resolution shall be called by a notice in writing of not less than twenty-one (21) days’ and not less than twenty (20) clear business days ~~notice in writing~~ and any other extraordinary general meeting shall be called by notice in writing of not less than fourteen (14) days’ and not less than ten (10) clear business days~~notice in writing~~. The notice shall ~~be inclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall~~ specify the time, place, and agenda of the meeting, particulars of the resolutions to be considered at the meeting and in the case of special business (as defined in Article 71) the general nature of that business. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Notice of every general meeting shall be given to the Auditors and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.”

**Existing Article No.****Proposed Amendments to Articles of Association**

- 73(c) The existing Article 73(c) is proposed to be deleted in its entirety and substitute therefor the following:  
“73(c) There shall appear with reasonable prominence in every notice of general meetings of the Company a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend ~~and, on a poll,~~ vote instead of him and that a proxy need not be a member of the Company.”
- 78 The existing Article 78 is proposed to be deleted in its entirety and substitute therefor the following:  
“78. The Chairman shall take the chair at every general meeting, or, if there be no such Chairman or, if at any general meeting such Chairman shall not be present within 15 minutes after the time appointed for holding such meeting or is unwilling to act, the Directors present shall choose another Director as Chairman, and if no Director be present, or if all the Directors present decline to take the chair, or if the Chairman chosen shall retire from the chair, then the members present in person or (in the case of a Member being a corporation) by its duly authorised representative or by proxy and entitled to vote shall choose one of their own number to be Chairman.”
- 80 The existing Article 80 is proposed to be deleted in its entirety and substituted therefor the following:  
“80 (a) A resolution put to the vote of a meeting shall be decided by way of a poll save that the Chairman may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every member present in person (or being a corporation, is present by a duly authorised representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a member which is a clearing house (or its nominees), each such proxy shall have one vote on a show of hands. For purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to the members; and (ii) relate to the Chairman’s duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all members a reasonable opportunity to express their views.  
  
(b) Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded by:  
  
(i) at least five members present in person or by proxy and entitled to vote; or

**Existing Article No.**

**Proposed Amendments to Articles of Association**

- (ii) any member or members present in person (or in the case of a member being a corporation, by its duly authorised representative) or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all members having the right to attend and vote at the meeting; or
- (iii) any member or members present in person (or in the case of a member being a corporation, by its duly authorised representative) or by proxy and holding shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

Where a resolution is voted on by a show of hands, a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against the resolution.”

81 The existing Article 81 is proposed to be deleted in its entirety and substituted therefor the following:

- “81 (a) ~~If a~~ A poll is demanded as aforesaid, it shall (subject as provided in Article 82) be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place, not being more than 30 days from the date of the meeting or adjourned meeting at which the poll was demanded as the Chairman directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. ~~The demand for a poll may be withdrawn, with the consent of the Chairman, at any time before the close of the meeting at which the poll was demanded or the taking of the poll, whichever is earlier~~taken.
- (b) ~~The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.~~”

82 The existing Article 82 is proposed to be deleted in its entirety and substituted therefor the following:

“82 Any poll ~~duly demanded~~ on the election of a Chairman of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment.”

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## Proposed Amendments to Articles of Association

- 85(a) The existing Article 85(a) is proposed to be deleted in its entirety and substitute therefor the following:  
“85(a) Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting ~~on a show of hands every member who is present in person (or, in the case of a member being a corporation by its duly authorised representative) shall have one vote, and on a poll every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for each share registered in his name in the register. Notwithstanding anything contained~~A member entitled to more than one vote is under no obligation to cast all his votes in these Articles~~the same way. For the avoidance of doubt, where more than one proxy is appointed by a member which is a recognised clearing house (or its nominee(s)), each such proxy shall behave one vote on a show of hands. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way.”~~
- 85(b) The existing Article 85(b) is proposed to be deleted in its entirety and substitute therefor the following:  
“85(b) Where any member is, under the Listing Rules, required to abstain from voting ~~for or against~~on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.”
- 88 The existing Article 88 is proposed to be deleted in its entirety and substitute therefor the following:  
“88. A member in respect of whom an order has been made by any competent court or official on the grounds that he is or may be suffering from mental disorder or is otherwise incapable of managing his affairs may vote, ~~whether on a show of hands or on a poll~~, by any person authorised in such circumstances to do so, and such person may vote ~~on a poll~~ by proxy.”
- 89(a) The existing Article 89(a) is proposed to be deleted in its entirety and substitute therefor the following:  
“89(a) Save as expressly provided in these Articles or as otherwise determined by the Board, no person other than a member duly registered and who shall have paid ~~everything~~all sums for the time being due from him payable to the Company in respect of his shares shall be entitled to be present or to vote (save as proxy for another member), or to be reckoned in a quorum, either personally or by proxy at any general meeting.”

Existing Article No.	Proposed Amendments to Articles of Association
90	<p>The existing Article 90 is proposed to be deleted in its entirety and substitute therefor the following:</p> <p>“90. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the meeting. <del>On a poll votes</del><u>Votes</u> may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend in his stead at any one general meeting (or at any one class meeting).”</p>
93	<p>The existing Article 93 is proposed to be deleted in its entirety and substitute therefor the following:</p> <p>“93. Every instrument of proxy, whether for a specified meeting or otherwise, shall be in common form or such other form <u>that complies with the Listing Rules</u> as the Board may from time to time approve, provided that it shall enable a member, according to his intention, to instruct his proxy to vote in favour of or against (or in default of instructions or in the event of conflicting instructions, to exercise his discretion in respect of) each resolution to be proposed at the meeting to which the form of proxy relates.”</p>
94	<p>The existing Article 94 is proposed to be deleted in its entirety and substitute therefor the following:</p> <p>“94. The instrument appointing a proxy to vote at a general meeting shall: (a) be deemed to confer authority to <del>demand or join in demanding a poll and to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit; and (b) unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates, provided that the meeting was originally held within 12 months form such date.</del>”</p>
96(b)	<p>The existing Article 96(b) is proposed to be deleted in its entirety and substitute therefor the following:</p> <p>“96(b) If a recognised clearing house (or its nominee(s)) is a member of the Company it may, <del>by resolution of its directors or other governing body or by power of attorney,</del> authorise such person or persons as it thinks fit to act as its proxy(ies) or representative(s) at any general meeting of the Company or at any general meeting of any class of members of the Company provided that, if more than one person is so authorised, the proxy form or authorisation shall specify the number and class of shares in respect of which each such person is so authorised. <del>A</del><u>The person so authorised pursuant to this provision shall</u> <del>will</del> be deemed to have been duly authorised without the <u>need of producing any documents of title, notarised authorisation and/or further evidence of the fact and to substantiate that it is so authorised. A person so authorised pursuant to this provision shall</u> be entitled to exercise the same rights and powers on behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominee(s)) could exercise as if such person were an individual member of the Company holding the number and class of shares specified in such proxy form or authorisation, <del>including the right to vote individually on a show of hands,</del> notwithstanding any contrary provision contained in <del>Article 85</del><u>these Articles.</u>”</p>

## Existing Article No.

## Proposed Amendments to Articles of Association

99

The existing Article 99 is proposed to be deleted in its entirety and substitute therefor the following:

~~“99(a) The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting provided that any Director who so retires shall not be taken into account in determining the number of Directors who are to retire at such meeting by rotation pursuant to Article 16-election at that meeting.”~~

The following is proposed to be added as Article 99(b):

**“Power of general meeting to increase or reduce the number of Directors**

99(b) The Company may from time to time in general meeting by ordinary resolution increase or reduce the number of Directors but so that the number of Directors shall not be less than two. Subject to the provisions of these Articles and the Law, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.”

The following is proposed to be added as Article 99(c):

**“Notice to be given when person proposed for election**

99(c) No person shall, unless recommended by the Board, be eligible for election to the office of Director at any general meeting unless during the period, which shall be at least seven days, commencing no earlier than the day after the despatch of the notice of the meeting appointed for such election and ending no later than seven days prior to the date of such meeting, there has been given to the Secretary notice in writing by a member of the Company (not being the person to be proposed), entitled to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected.”

The following is proposed to be added as Article 99(d):

**“Register of Directors and notification of changes to Registrar**

99(d) The Company shall keep at its office a register of directors and officers containing their names and addresses and occupations and any other particulars required by the Law and shall send to the Registrar of Companies of the Cayman Islands a copy of such register and shall from time to time notify to the Registrar of Companies of the Cayman Islands any change that takes place in relation to such Directors as required by the Law.”



## Existing Article No.

## Proposed Amendments to Articles of Association

The following is proposed to be added as Article 99(e):

**“Power to remove Director by ordinary resolution**

99(e) The Company may by ordinary resolution at any time remove any Director (including a Managing Director or other executive Director) before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director and may by ordinary resolution elect another person in his stead. Any person so elected shall hold office during such time only as the Director in whose place he is elected would have held the same if he had not been removed. Nothing in this Article should be taken as depriving a Director removed under any provisions of this Article of compensation or damages payable to him in respect of the termination of his appointment as Director or of any other appointment or office as a result of the termination of his appointment as Director or as derogatory from any power to remove a Director which may exist apart from the provision of this Article.”

- 100(a) The existing Article 100(a) is proposed to be deleted in its entirety and substitute therefor the following:  
“100(a) A Director may at any time by notice in writing delivered to the registered office of the Company, the principal office of the Company in Hong Kong or at a meeting of the Board, appoint any person (including another Director) to be his alternate Director in his place during his absence and may in like manner at any time determine such appointment. Such appointment, unless previously approved by the Board, shall have effect only upon and subject to being so approved, provided that the Board may not withhold approval of any such appointment where the proposed appointee is a Director.”
- 106(vii) The existing Article 106(vii) is proposed to be deleted in its entirety and substitute therefor the following:  
“106(vii)if he shall be removed from office by a ~~special~~an ordinary resolution of the members of the Company under Article ~~122(a)~~99(e).”
- 107(c)(i)(aa) The paragraph (aa) of the existing Article 107(c)(i) is proposed to be deleted in its entirety and substitute therefor the following:  
“107(c)(i)(aa) to the Director or any of his Associates in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or”
- 107(c)(iii) The paragraph (iii) of the existing Article 107(c) is proposed to be deleted in its entirety and words “Intentionally Deleted” are inserted.
- 107(c)(iv) The paragraph (iv) of the existing Article 107(c) is proposed to be deleted in its entirety and substitute therefor the following:  
“107(c)(iv) any proposal or arrangement concerning the benefit of employees of the Company or any of its subsidiaries including:

## Existing Article No.

## Proposed Amendments to Articles of Association

- (aa) the adoption, modification or operation of any employees' share scheme or any share incentive scheme or share option scheme under which the Director or any of his Associates may benefit; or
- (bb) the adoption, modification or operation of a pension or provident fund or retirement, death or disability benefits scheme which relates both to Directors, their Associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director or any of his Associates, as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and”
- 107(c)(v) The existing Article 107(c)(v) is proposed to be deleted in its entirety and substitute therefor the following:  
“107(c)(v) any contract or arrangement in which the Director or any of his Associates is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.”
- 116 The existing Article 116 is proposed to be deleted in its entirety and substitute therefor the following:  
“116. At each annual general meeting, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Any Director appointed pursuant to Article 99 shall not be taken into account in determining which Directors are to retire by rotation. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. A retiring Director shall retain office until the close of the meeting at which he retires, and shall be eligible for re-election thereat.”
- 118 The existing Article 118 is proposed to be deleted in its entirety and words “Intentionally Deleted” are inserted.
- 119 The existing Article 119 is proposed to be deleted in its entirety and words “Intentionally Deleted” are inserted.
- 120 The existing Article 120 is proposed to be deleted in its entirety and words “Intentionally Deleted” are inserted.
- 121 The existing Article 121 is proposed to be deleted in its entirety and words “Intentionally Deleted” are inserted.

Existing Article No.	Proposed Amendments to Articles of Association
122	The existing Article 122 is proposed to be deleted in its entirety and words “Intentionally Deleted” are inserted.
124	The existing Article 124 is proposed to be deleted in its entirety and substitute therefor the following: “124. A Director may, and on request of a Director the Secretary shall, at any time summon a meeting of the Board. <del>Notice</del> <u>Failing any determination by the Board, not less than 48 hours notice</u> thereof shall be given to each Director either in writing or by telephone or by facsimile, telex or telegram at the address or telephone, facsimile or telex number from time to time notified to the Company by such Director or in such other manner as the Board may from time to time determine <del>provided that notice need not be given to any Director or alternate Director for the time being absent from Hong Kong.</del> ”
126	The existing Article 126 is proposed to be deleted in its entirety and substitute therefor the following: “126. The Board may elect a Chairman of its meetings and determine the period <del>(not being a period extending beyond the date of the annual general meeting at which such Chairman is due to retire by rotation under Article 116)</del> for which he is to hold office; but if no such Chairman is elected, or if at any meeting the Chairman is not present within 15 minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.”
133	The following sentence is proposed to be added at the end of existing Article 133: “133. Notwithstanding the foregoing, a resolution in writing shall not be passed in lieu of a meeting of the Board for the purposes of considering any matter or business in which a substantial shareholder of the Company or a Director has an interest conflicting with that of the Company and the Board has determined that such conflict of interest to be material.”
143(b)	The paragraph (b) of the existing Article 143 is proposed to be deleted in its entirety and substitute therefor the following: “143(b) The Board may, in relation to any capitalisation sanctioned under this Article <u>143</u> in its absolute discretion specify that, and in such circumstances and if directed so to do by a member or members entitled to an allotment and distribution credited as fully paid up of unissued shares or debentures in the Company pursuant to such capitalisation, <del>shall allot and distribute credited as fully paid up</del> the unissued shares, debentures or other securities to which that member is entitled <u>shall be allotted and distributed credited as fully paid up</u> to such person or persons as that member may nominate by notice in writing to the Company, such notice to be received not later than the day for which the general meeting of the Company to sanction the capitalisation is convened.”

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## Proposed Amendments to Articles of Association

167

The existing Article 167 is proposed to be deleted in its entirety and substitute therefor the following:

“167(a) Except as otherwise provided in these Articles, any notice or document may be served by the Company and any notices may be served by the Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company’s Website provided that the Company has obtained either (a) the member’s prior express positive confirmation in writing or (b) the member’s deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or (in the case of notice) by advertisement published in the ~~newspapers~~manner prescribed under the Listing Rules. In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.

~~(b) The Company shall, upon request in writing by any member who for any reason has not received or gained access to any notice or documents served on him by electronic means in accordance with Article 167(a), send such notice or document to such member in printed form, free of charge, through the post in a prepaid letter addressed to such member at his registered address as appearing in the register, notwithstanding such member’s prior express positive confirmation in writing to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means as provided in Article 167(a).”~~

~~(bc)~~ Notice of every general meeting shall be given in any manner hereinbefore authorised to:

- (i) every person shown as a member in the register of members as of the record date for such meeting except that in the case of joint holders the notice shall be sufficient if given to the joint holder first named in the register of members;
- (ii) every person upon whom the ownership of a share devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a member of record where the member of record but for his death or bankruptcy would be entitled to receive notice of the meeting;
- (iii) the Auditors;
- (iv) each Director and alternate Director;

## Existing Article No.

## Proposed Amendments to Articles of Association

(v) the Exchange; and

(vi) such other person to whom such notice is required to be given in accordance with the Listing Rules.

No other person shall be entitled to receive notices of general meetings.”

168 The existing Article 168 is proposed to be deleted in its entirety and words “Intentionally Deleted” are inserted.

169 The existing Article 169 is proposed to be deleted in its entirety and substitute therefor the following:

“169. A member shall be entitled to have notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article 169 shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.”

183 The following is proposed to be added as Article 183:

**“Transfer by Way of Continuation**

183. The Company shall, subject to the provisions of the Companies Law and with the approval of a special resolution, have the power to register by way of continuation as a body corporate under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.”

184 The following is proposed to be added as Article 184:

**“Mergers and Consolidations**

184. The Company shall, with the approval of a special resolution, have the power to merge or consolidate with one or more constituent companies (as defined in the Statute), upon such terms as the Directors may determine.”

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## NOTICE OF ANNUAL GENERAL MEETING

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The logo for TCL, consisting of the letters "TCL" in white, bold, sans-serif font, centered within a 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 Regus Business Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on 8 May 2012, Tuesday at 3:30 p.m., 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 2011.
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 HK16.00 cents per ordinary share of the Company to be paid to the Shareholders of the Company whose names appear on the register of members of the Company on 16 May 2012, Wednesday.
4. To re-elect the retiring Directors.
5. To authorise 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:

6. **“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 issue, allot 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

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## NOTICE OF ANNUAL GENERAL MEETING

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rights of subscription or conversion attaching to any warrants or convertible bonds issued by the Company or any securities which are convertible into Shares the issue of which warrants and other securities has previously been approved by shareholders of the Company or (d) as any scrip dividend or similar arrangements pursuant to the articles of association of the Company, not exceeding twenty per cent of the issued share capital of the Company as at the date of passing 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).”

- 7. **“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 repurchase 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 authorise 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 not exceeding ten per cent of the issued share capital of the Company as 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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- 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.”
8. “**THAT**, subject to the availability of unissued share capital and conditional upon the resolutions nos. 6 and 7 above being passed, the number of Shares which are repurchased by the Company pursuant to and in accordance with resolution no. 7 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. 6 above.”

### SPECIAL RESOLUTION

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

9. “**THAT**, the new memorandum and articles of association of the Company, in the form produced to this meeting and marked “A” and signed by the Chairman of this meeting for identification purpose, be and hereby approved and adopted with immediate effect as the new memorandum and articles of association of the Company in substitution for and to the exclusion of the existing memorandum and articles of association of the Company.”

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

Hong Kong, 26 March 2012

*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 authorised 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 26 March 2012. 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 from 7 May 2012, Monday to 8 May 2012, Tuesday (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 during the said period. In order to qualify for the aforesaid entitlements, all transfers of shares 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 4 May 2012, Friday.



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## NOTICE OF ANNUAL GENERAL MEETING

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4. The Hong Kong branch register of members of the Company will be closed from 14 May 2012, Monday to 16 May 2012, Wednesday (both dates inclusive), for the purpose of determining the entitlements of the members of the Company to the proposed final dividend upon passing of resolution no. 3 set out in this notice. No transfer of Shares may be registered during the said period. In order to qualify for the proposed final dividend, all transfers of shares 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 11 May 2012, Friday.
5. With regard to resolutions no. 6 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. 6 set out in this notice.

*As at the date of this notice, the board of Directors comprises Li Dongsheng, Bo Lianming, Zhao Zhongyao, Yu Guanghui and Xu Fang as executive Directors, Albert Thomas da Rosa, Junior and Huang Xubin as non-executive Directors and Tang Guliang, Robert Maarten Westerhof, Wu Shihong and Tseng Shieng-chang Carter as independent non-executive Directors.*