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If you have sold or transferred all your Shares in TCL MULTIMEDIA TECHNOLOGY HOLDINGS LIMITED, you should at once hand this circular and proxy form enclosed herein to the purchaser or transferee or to the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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TCL MULTIMEDIA TECHNOLOGY HOLDINGS LIMITED

TCL 多媒體科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01070)

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

A notice convening the annual general meeting of TCL Multimedia Technology Holdings Limited to be held at Regus Conference Centre, 35/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on 22 April 2013, Monday, at 3:30 p.m. is set out on pages 15 to 17 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.

19 March 2013

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Regus Conference Centre, 35/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong, on 22 April 2013, Monday, at 3:30 p.m. for the purpose of considering and, if thought fit, approving the resolutions proposed in the AGM Notice
“AGM Notice”	the notice dated 19 March 2013 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”	11 March 2013, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

DEFINITIONS

“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
“SFO”	the Securities and Futures Ordinance
“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 Codes on Takeovers and Mergers
“TCL Communication”	TCL Communication Technology Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange (Stock Code: 02618)
“TCL Corporation”	TCL集團股份有限公司, 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

LETTER FROM THE BOARD



TCL MULTIMEDIA TECHNOLOGY HOLDINGS LIMITED

TCL 多媒體科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01070)

Executive Directors:

Li Dongsheng
Bo Lianming
Zhao Zhongyao
Yu Guanghui
Xu Fang

Registered office:

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

Non-Executive Directors:

Albert Thomas da Rosa, Junior
Huang Xubin

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

19 March 2013

To the Shareholders,

Dear Sir or Madam,

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

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information regarding the following 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;
- (b) the granting to the Directors of the Repurchase Mandate;

LETTER FROM THE BOARD

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

2. VARIOUS MANDATES

On 8 May 2012, 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 1,325,133,946 fully paid-up Shares. Subject to the passing of the proposed resolution granting the General 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, exercise in full of the General Mandate could result in up to issue of 265,026,789 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 1,325,133,946 fully paid-up Shares as at the Latest Practicable Date and no further Shares will be issued and allotted or repurchased from the Latest Practicable Date to the date of the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 132,513,394 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.

LETTER FROM THE BOARD

(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:

Name	Position
(a) Mr. Bo Lianming	Executive Director
(b) Mr. Zhao Zhongyao	Executive Director
(c) Mr. Huang Xubin	Non-executive Director
(d) Ms. Wu Shihong	Independent Non-executive Director

Mr. Bo Lianming, being eligible, will offer himself for re-election at the AGM. The Board will re-designate Mr. Bo Lianming as a non-executive Director if re-elected at the AGM and he will hold office until the conclusion of the annual general meeting of the Company of 2016.

The existing terms of Mr. Huang Xubin and Ms. Wu Shihong will expire until the conclusion of the annual general meeting of 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. Huang Xubin and Ms. Wu Shihong will hold office until the conclusion of the annual general meeting of the Company of 2016.

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.

LETTER FROM THE BOARD

4. ANNUAL GENERAL MEETING

The AGM Notice is set out on pages 15 to 17 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, 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 AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting at the AGM or any adjournment thereof should you so desire.

5. FINAL DIVIDEND

The Board has recommended the declaration of a final dividend to be paid out of the share premium account of the Company to the Shareholders whose names appear on the register of members of the Company on 30 April 2013, Tuesday. An ordinary resolution will be proposed at the AGM to declare the final dividend.

6. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed on 22 April 2013, Monday, for the purposes of determining the entitlements of the member of the Company to attend and vote at the AGM. No transfer of the Shares may be registered on that day. In order to qualify to attend and vote at the AGM, all transfers 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 19 April 2013, Friday.

The register of members of the Company will be closed from 26 April 2013, Friday to 30 April 2013, Tuesday (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 25 April 2013, Thursday.

7. VOTING BY POLL

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

LETTER FROM THE BOARD

8. 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.

9. RESPONSIBILITY OF THE DIRECTORS

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable 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

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE OF SHARES

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 1,325,133,946 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 132,513,394 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 2012, 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 the gearing level 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 or the gearing level of the Group 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 1,325,133,946 to 1,192,620,552.

As at the Latest Practicable Date, TCL Corporation, through T.C.L. Industries Holdings (H.K.) Limited, its wholly-owned subsidiary holds 816,094,475 Shares representing approximately 61.59% of the issued Share capital of the Company.

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 68.43%. 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.

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE OF SHARES

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:–

	Highest	Shares	Lowest
	<i>(HK\$)</i>		<i>(HK\$)</i>
2012			
March	4.48		3.40
April	4.77		3.89
May	4.84		4.01
June	4.75		4.00
July	4.25		2.60
August	3.95		2.68
September	4.31		3.56
October	4.59		3.96
November	4.80		4.22
December	4.70		4.20
2013			
January	5.83		4.32
February	6.33		5.33
March (up to the Latest Practicable Date)	6.55		6.01

6. REPURCHASE OF SHARES

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

7. GENERAL

None of the Directors, and to the best of their knowledge having made all reasonable enquiries, nor any Associates of any Director, have any present intention in the event that the Repurchase Mandate is approved by the Shareholders to sell any Shares to the Company.

No Connected Person has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchase pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

APPENDIX II DETAILS OF DIRECTORS STANDING FOR RE-ELECTION

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

1. MR. BO LIANMING

Mr. Bo Lianming, aged 50, is an executive Director of the Company. He is also an executive director, president and chief operating officer of TCL Corporation, and a non-executive director of TCL Communication. Mr. Bo held a number of management positions in TCL Corporation including vice president and financial director of TCL IT Industrial Group, vice president of TCL Components Strategic Business Unit, executive vice president of TTE Corporation, as well as human resources director, vice president and senior vice president of TCL Corporation. Mr. Bo has over 12 years of experience in the consumer electronics products industry. Before joining TCL Corporation in 2000, he was the chief accountant of Shenzhen Airlines Co., Ltd.. Mr. Bo holds a Doctorate degree in Business Administration from Xi'an Jiaotong University.

Mr. Bo is deemed to have interest in 98,727 Shares, of which 96,920 Shares are unvested awarded Shares. He also holds option to subscribe for 1,434,054 Shares.

Insofar as associated corporations of the Company are concerned, Mr. Bo holds 65,700 shares in TCL Communication and holds options to subscribe for 3,388,987 shares in TCL Communication. He also holds 802,340 shares in TCL Corporation and holds options to subscribe for 6,871,400 shares in TCL Corporation.

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

As the Board will re-designate Mr. Bo as a non-executive Director if re-elected at the AGM, he will hold office until the conclusion of the annual general meeting of the Company of 2016.

2. MR. ZHAO ZHONGYAO

Mr. Zhao Zhongyao, aged 50, is currently the chief executive officer and an executive Director of the Company, also an executive director and senior vice president of TCL Corporation. He currently holds the position of Chairman of Huizhou Techne Corporation (“Huizhou Techne”) and Huizhou Sheng Hua Industrial Company Ltd.. Mr. Zhao has over 20 years of experience in sales and marketing and management of consumer electronics business. Mr. Zhao graduated with a Master’s degree in Engineering from Northwestern Polytechnic University of PRC and was a post-graduate in Avionics Engineering in the same university. Mr. Zhao also obtained a Master’s degree in Business Administration from Massachusetts Institute of Technology in 2007.

Mr. Zhao is deemed to have interest in 6,966,800 Shares, of which 192,800 Shares are unvested awarded Shares. He also holds option to subscribe for 7,942,254 Shares.

Insofar as associated corporations of the Company are concerned, Mr. Zhao holds 443,000 shares in TCL Communication. He also holds 3,557,478 shares in TCL Corporation and holds options to subscribe for 3,077,800 shares in TCL Corporation. He also holds 12,443,000 shares in Huizhou Techne.

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

3. MR. HUANG XUBIN

Mr. Huang Xubin, aged 47, is a non-executive Director of the Company. He is also the chief financial officer of TCL Corporation and a non-executive director of TCL Communication. Mr. Huang joined TCL in March 2001 and served as an officer and general manager of the Financial Settlement Centre, the chief economist, financial director, and the vice president of TCL Corporation. Mr. Huang has been a member of the executive committee of TCL Corporation since July 2007. He currently holds the position of the chairman of TCL Finance Co., Ltd., director of Huizhou Techne, director of Huizhou TCL Home Appliance Group Co., Ltd., and director of TCL Real Estate (Huizhou) Co., Ltd.. Before joining TCL, Mr. Huang served as head of Credit Division of China Construction Bank, Guangdong Branch, the deputy manager and manager of Fund Management Division and Securities Division of Guotai Junan Securities Co. Ltd., Guangzhou Branch, and also senior manager of Guangzhou office of China Cinda Asset Management Co., Ltd.. Mr. Huang is a senior economist. He graduated from Hunan University (formerly known as Hunan College of Finance and Economics), and then obtained a Master's degree in Economy at Research Institute for Fiscal Science, Ministry of Finance, the PRC and an EMBA degree from China Europe International Business School.

Mr. Huang is deemed to have interest in 60,560 unvested awarded Shares. He also holds options to subscribe for 1,020,280 Shares.

Insofar as associated corporations of the Company are concerned, Mr. Huang holds options to subscribe for 2,767,906 shares in TCL Communication. He also holds options to subscribe for 4,833,400 shares in TCL Corporation.

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

If re-elected at the AGM, Mr. Huang will hold office until the conclusion of the annual general meeting of the Company of 2016.

4. MS. WU SHIHONG

Ms. Wu Shihong, aged 56, is an independent non-executive Director of the Company. She has extensive experience in the information technology industry. Ms. Wu has become an independent non-executive director of A8 Digital Music Holdings Limited, a company listed on the Stock Exchange since March 2012. Ms. Wu was the chairman and president of Shanghai Blackspace Information Technology Co., Ltd. from May 2008 to February 2012 and retired at the end of February 2012. Ms. Wu joined IBM China in 1985 and was a general manager of Channel Management of IBM China from May 1997 to February 1998. Ms. Wu then became a general manager of Microsoft China Co., Ltd. until August 1999. From 1999 to 2002, Ms. Wu was a vice president of TCL Corporation, and general manager of TCL Information Technology Industrial (Group) Co., Ltd., a wholly owned subsidiary of the Company. Since January 2002, Ms. Wu has been studying in the area of philanthropy. Ms. Wu was elected by the "Fortune" magazine as one of the "Most Powerful Business Women in the World" in 2001 (No. 27) and 2002 (No. 24).

APPENDIX II DETAILS OF DIRECTORS STANDING FOR RE-ELECTION

Ms. Wu is deemed to have interest in 30,000 unvested awarded Shares. She also holds options to subscribe for 330,000 Shares.

Insofar as associated corporation of the Company is concerned, Ms. Wu holds 802,700 shares in Huizhou Techne.

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

If re-elected at the AGM, Ms. Wu will hold office until the conclusion of the annual general meeting of the Company of 2016.

DIRECTORS' EMOLUMENTS

The amounts of emoluments received in 2012 by the above Directors to be re-elected at the AGM are set out in the table below:

Directors	Fees (HK\$'000)	Salaries, allowances and benefits in kind (HK\$'000)	Discretionary bonuses (HK\$'000)	Equity- settled share option benefits (HK\$'000)	Pension scheme contributions (HK\$'000)	Total remuneration (HK\$'000)
Bo Lianming	120	–	430	758	–	1,308
Zhao Zhongyao	120	2,161	2,183	3,743	71	8,278
Huang Xubin	225	–	269	474	–	968
Wu Shihong	300	–	133	178	–	611

The emoluments to be received in 2013 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 SFO and any relationship with any other Directors, senior management or any substantial or controlling Shareholders of the Company.

APPENDIX II DETAILS OF DIRECTORS STANDING FOR RE-ELECTION

On 10 January 2013, Mr. Zhao Zhongyao was fined a total sum of HK\$16,000 and ordered to pay investigation costs of HK\$45,274 to the Securities and Futures Commission in respect of eight summonses under the Part XV of the SFO for late filing of disclosures of his interests in the Company to the Stock Exchange and the Company of certain share purchases on the open market which took place on various occasions during the period from 30 November 2010 to 6 December 2010. Mr. Zhao confirmed to the Board that the late filing as mentioned above was solely caused by his inadvertent oversight and he took the initiative to inform the authorities once he realised the same and he had no intention to withhold any information from the Shareholders and the public. The Company considered that the ruling would not affect Mr. Zhao's competence in continuing to discharge his duties as an executive Director and the chief executive officer of the Company. The Company confirmed that the late filing was an isolated incident. The Company will continue to strengthen the relevant internal control procedures and from time to time remind its Directors of their obligations to make adequate and timely disclosure of their interests in accordance with Part XV of the SFO.

Save as the above, 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.

NOTICE OF ANNUAL GENERAL MEETING

The logo consists of the letters "TCL" in a bold, white, sans-serif font, centered within a solid black rectangular background.

TCL MULTIMEDIA TECHNOLOGY HOLDINGS LIMITED

TCL 多媒體科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01070)

NOTICE IS HEREBY GIVEN that the annual general meeting of the Company (the “AGM”) will be held at 3:30 p.m. on 22 April 2013, Monday at Regus Conference Centre, 35/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong for the purpose of transacting the following business:

ORDINARY BUSINESS

1. To receive and adopt the audited consolidated financial statements and the reports of the directors of the Company (“Directors”) and the independent auditors of the Company (“Auditors”) for the year ended 31 December 2012.
2. To re-appoint Messrs. Ernst & Young as the Auditors and authorize the board of Directors to fix their remuneration.
3. To recommend the declaration of a final dividend of HK14.80 per ordinary share of the Company to be paid out of the share premium account of the Company to the Shareholders of the Company whose names appear on the register of members of the Company on 30 April 2013, Tuesday.
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

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for the grant or issue of Shares or rights to acquire Shares or (c) upon the exercise of rights of subscription or conversion attaching to any warrants or convertible bonds issued by the Company or any securities which are convertible into Shares the issue of which warrants and other securities has previously been approved by shareholders of the Company or (d) as any scrip dividend or similar arrangements pursuant to the articles of association of the Company, not exceeding 20% of the issued share capital of the Company as at the date of this resolution; and

- b. for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - i. the conclusion of the next annual general meeting of the Company;
 - ii. the expiration of the period within which the next annual general meeting of the Company is required by law or the articles of association of the Company to be held; and
 - iii. the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting;

and “Rights Issue” means an offer of Shares open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractions entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or of the requirements of any recognized regulatory body or any stock exchange applicable to the Company).”

- 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 purchase Shares subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved, subject to the following conditions:
 - (a) such mandate shall not extend beyond the Relevant Period (as hereinafter defined);
 - (b) such mandate shall authorize the Directors to procure the Company to repurchase Shares at such price as the Directors may at their discretion determine;
 - (c) the Shares to be repurchased by the Company pursuant to paragraph (a) of this resolution during the Relevant Period shall be no more than 10% of the Shares in issue at the date of passing this resolution; and
 - (d) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - i. the conclusion of the next annual general meeting of the Company;

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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.”

By order of the Board
Li Dongsheng
Chairman

Hong Kong, 19 March 2013

Notes:

1. A member of the Company who is a holder of two or more Shares, and who is entitled to attend and vote at the AGM is entitled to appoint more than one proxy or a duly authorized corporate representative to attend and vote in his stead. A proxy needs not be a member of the Company. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the AGM and any adjournment thereof should he so wish. In such event, his form of proxy will be deemed to have been revoked.
2. A form of proxy for the AGM is enclosed with the Company’s circular dated 19 March 2013. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with a valid power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at 26/F., Tesbury Centre, 28 Queen’s Road Central, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
3. The Hong Kong branch register of members of the Company will be closed on 22 April 2013, Monday, for the purposes of determining the entitlements of the members of the Company to attend and vote at the AGM. No transfers of Shares may be registered on that day. In order to qualify to attend and vote at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong no later than 4:30 p.m. on 19 April 2013, Friday.
4. The Hong Kong branch register of members of the Company will be closed from 26 April 2013, Friday to 30 April 2013, Tuesday (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 25 April 2013, Thursday.
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.