



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)

(the "Company")

(Stock Code: 01070)

PROXY FORM for the Extraordinary General Meeting of 1 August 2013

I/We ⁽¹⁾ _____
of _____
being the registered holder(s) of ⁽²⁾ _____ shares of HK\$1.00 each in the capital of the Company hereby appoint the Chairman of the Meeting, or ⁽³⁾ _____
of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company (and at any adjournment thereof) (the "EGM") to be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong, on Thursday, 1 August 2013, at 4:30 p.m. and to vote in respect of the following resolutions as indicated:

ORDINARY RESOLUTIONS	FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
1. "THAT (a) the Non-Competition Arrangement (including the Second Variation Deed (2013) and Deed of Non-Competition (Tonly), both as defined in the circular of the Company dated 17 July 2013) be and are hereby approved, confirmed and ratified; and (b) any director of the Company be and is hereby authorised to sign or execute such other documents or supplemental agreements or deeds or take such action, do such things, as such director may in his opinion consider necessary or desirable for the purpose of implementing or giving effect to the Deed of Non-Competition (Tonly) and the Second Variation Deed (2013) and completing the transactions contemplated by the Deed of Non-Competition (Tonly) and the Second Variation Deed (2013) with such changes as such director may consider necessary, desirable or expedient."		
2. "THAT as the Company's board of directors declared, in accordance with the Company's Articles of Association and the Companies Law of Cayman Islands, a special dividend on the shares of the Company in relation to the proposed spin-off of Tonly Holdings for a separate listing on Main Board of the Stock Exchange, the satisfaction of such dividend wholly by way of distribution of such amount of the Company's interest in Tonly Holdings ("Distribution in Specie") be and is hereby approved and THAT the directors of the Company be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient to implement and administer the Distribution in Specie."		
3. "THAT Mr. YAN Xiaolin be and is elected as a non-executive director of the Company until the conclusion of the annual general meeting of the Company of 2016."		

Dated _____

Signature ⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾ _____

Notes:

- Full name(s) and address(es) to be inserted in block capitals.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If you wish to appoint a proxy other than the Chairman of the Meeting, please strike out "the Chairman of the Meeting" and insert the name and address of the person you wish to appoint in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.** A proxy needs not be a member of the Company.
- IMPORTANT:** If you wish to vote for any resolution, please indicate with a "✓" in the appropriate space marked "For" beside the resolution. If you wish to vote against any resolution, please indicate with a "✓" in the appropriate space marked "Against" beside the resolution. In the absence of any such indication, the proxy will vote for or against the resolution or will abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the EGM other than those referred to in the Notice convening the EGM.
- In the case of joint shareholders, the vote of the senior who renders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
- The form of proxy must be signed by you or your attorney duly authorised in writing. In the case of a corporation, this form must be executed under seal or under the hand of an officer or attorney duly authorised.
- To be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited at the Company's branch share registrar in Hong Kong at Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the EGM or any adjournment thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.