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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)

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
ELECTION / RE-ELECTION OF DIRECTORS  
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 Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on 28 April 2014, Monday, at 3:30 p.m. is set out on pages 19 to 21 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 (which will be relocated to Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong with effect from 31 March 2014) 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.

21 March 2014

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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 Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on 28 April 2014, 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 21 March 2014 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 allot and issue 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 2014, 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
“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
“subsidiary”	any entity within the meaning of the term “subsidiary” as defined in the Listing Rules and the term “subsidiaries” shall be construed accordingly
“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 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 (Stock Code: 000100), and the ultimate controlling shareholder of TCL Communication, Tonly Holdings and the Company
“Tonly Holdings”	Tonly Electronics 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: 01249)
“%”	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:*

Mr. LI Dongsheng

Mr. HAO Yi

Mr. YAN Xiaolin

*Non-Executive Directors:*

Mr. Albert Thomas DA ROSA, Junior

Mr. BO Lianming

Mr. HUANG Xubin

Mr. SHI Wanwen

*Independent Non-executive Directors:*

Mr. TANG Guliang

Mr. Robert Maarten WESTERHOF

Ms. WU Shihong

Dr. TSENG Shieng-chang Carter

*Registered office:*

P.O. Box 309

Ugland House

Grand Cayman

KY1-1104

Cayman Islands

*Principal Place of Business in Hong Kong:*

13th Floor

TCL Tower

8 Tai Chung Road

Tsuen Wan

New Territories

Hong Kong

21 March 2014

*To the Shareholders,*

Dear Sir or Madam,

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

#### 1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information regarding the following proposals to be put forward at the AGM for the Shareholders' consideration and, if thought fit, approval of:

- i. the granting to the Directors of the General Mandate;
- ii. the granting to the Directors of the Repurchase Mandate;
- iii. the granting to the Directors of the General Extension Mandate; and
- iv. the election and re-election of Directors.

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## LETTER FROM THE BOARD

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### 2. VARIOUS MANDATES

On 22 April 2013, 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 1,333,598,514 fully paid-up Shares. Subject to the passing of the resolution granting the General Mandate and on the basis that no further Shares will be allotted and issued or repurchased after the Latest Practicable Date to the date of the AGM, exercise in full of the General Mandate could result in up to new issue of 266,719,702 Shares. There is no present intention for any issuance of Shares pursuant to the General Mandate.

#### (b) Repurchase Mandate

An ordinary resolution will be proposed at the AGM to approve the granting of the Repurchase Mandate. The new Repurchase Mandate, if granted, will allow the Directors to exercise all the powers of the Company to repurchase its own Shares not exceeding 10% of the issued share capital of the Company as at the date of passing the relevant resolution.

Subject to the passing of the proposed resolution granting the Repurchase Mandate, and on the basis that there were 1,333,598,514 fully paid-up Shares as at the Latest Practicable Date and no Shares will be allotted and issued 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 133,359,851 Shares. There is no present intention for any issuance of Shares pursuant to the General 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. ELECTION AND RE-ELECTION OF DIRECTORS

#### 3.1 Election of Directors

The following newly appointed Directors will be subject to election by the Shareholders at the AGM:

- i. Mr. HAO Yi who was appointed by the Board as an executive Director effective from 13 August 2013;
- ii. Mr. YAN Xiaolin who was appointed by the Board as a non-executive Director effective from 24 April 2013 and re-designated as an executive Director with effective from 13 August 2013; and
- iii. Mr. SHI Wanwen who was appointed by the Board as a non-executive Director effective from 13 August 2013.

#### 3.2 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 corporate governance code adopted by 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. LI Dongsheng	Executive Director
(b) Mr. Albert Thomas DA ROSA, Junior	Non-executive Director
(c) Mr. TANG Guliang	Independent Non-executive Director
(d) Dr. TSENG Shieng-chang Carter	Independent Non-executive Director

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## LETTER FROM THE BOARD

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Mr. TANG Guliang and Dr. TSENG Shieng-chang Carter will only hold office until the conclusion of the AGM even if they are not to retire by rotation.

The aforesaid four Directors, being eligible, will offer themselves for re-election at the AGM. Their particulars required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

If re-elected at the AGM, Mr. Albert Thomas DA ROSA, Junior, Mr. TANG Guliang and Dr. TSENG Shieng-chang Carter will hold office until the conclusion of the annual general meeting of the Company of 2017, and 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.

Mr. TANG Guliang has been an independent non-executive Director since 2004. As he has served the Company for more than 9 years, his further appointment will be subject to a separate resolution to be approved by the Shareholders. Mr. TANG has confirmed to the Company that save for the interest disclosed in Appendix II to this circular, he does not have any interest in the Shares within the meaning of Part XV of the SFO, nor does he have any relationship with any other Directors, senior management or any substantial or controlling shareholders of the Company. Given Mr. TANG has been an independent non-executive Director for a number of years, he is very familiar with the business and operation of the Group as well as relevant responsibilities, obligations and requirements under the Listing Rules for being an independent non-executive Director. The Company is not aware of any matter which may indicate that Mr. TANG cannot remain as an independent non-executive Director. Having considered background and experiences of Mr. TANG, the Board is of the view that Mr. TANG has the expertise allowing him to discharge his duty as an independent non-executive Director and to give independent competent advice to the Company and it is in the best interests of the Company and the Shareholders as a whole that Mr. TANG be re-elected as an independent non-executive Director.

#### **4. ANNUAL GENERAL MEETING**

The AGM Notice is set out on pages 19 to 21 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 (which will be relocated to Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong with effect from 31 March 2014), 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.



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## LETTER FROM THE BOARD

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### 5. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed on 28 April 2014, Monday, for the purposes of determining the entitlements of the Shareholders to attend and vote at the AGM. No transfer of the Shares may be registered on that day. In order to qualify to attend and vote at the AGM, all transfers 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 (which will be relocated to Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong with effect from 31 March 2014) no later than 4:30 p.m. on 25 April 2014, Friday.

### 6. VOTING BY POLL

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

### 7. RECOMMENDATION

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

### 8. RESPONSIBILITY OF THE DIRECTORS

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular 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 1,333,598,514 fully paid-up Shares.

Subject to the passing of the resolution granting the new Repurchase Mandate and on the basis that no further Shares will be allotted and issued or repurchased from the Latest Practicable Date to the date of the AGM, the Directors would be allowed under the Repurchase Mandate to repurchase up to 133,359,851 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.

That is to say, any repurchase of Shares may be purchased out of capital paid up on the repurchased Shares or the profits of the Company which would otherwise be available for dividend and, in the case of any premium payable on such repurchase, out of profits of the Company which would otherwise be available for dividend or from the Company's share premium account or its contributed surplus account.

On the basis of the combined net tangible assets of the Group as at 31 December 2013, 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 position 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 requirements or the gearing levels 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 allotted and issued 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 1,333,598,514 to 1,200,238,663.

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 61.19% 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 67.99%. 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 prior to the Latest Practicable Date were as follows:

	<b>Shares</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>(HK\$)</i>	<i>(HK\$)</i>
<b>2013</b>		
March	6.55	5.85
April	7.19	5.55
May	7.28	5.86
June	6.52	4.44
July	4.72	3.61
August	4.53	3.38
September	4.21	3.41
October	3.91	3.12
November	3.83	3.21
December	4.04	3.50
<b>2014</b>		
January	3.92	3.13
February	3.87	3.25
March (up to the Latest Practicable Date)	3.35	3.00

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

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

**1.      MR. HAO YI**

Mr. HAO, aged 40, is an executive Director, Chief Executive Officer (“CEO”) and a member of the Executive Committee of the Company. He is currently the Chief Sales Officer and the General Manager of Overseas Business Group. He is also the Vice President of TCL Corporation and a Director of certain subsidiaries of the Group. Mr. HAO joined TCL Corporation in March 2004 as the Assistant to Chairman of the board and has been the Vice President of the Company. From December 2008 to September 2010, he served as the General Manager of the Emerging Market Business Center of the Company. From June 2010 to September 2010, he was the General Manager of the North American Business Center of the Company. From August 2010 to September 2010, he assumed the position of the General Manager of the Chinese Business Center of the Company. From September 2010 to December 2012, he served as the General Manager of the Overseas Business Group of the Company. Since August 2010, Mr. HAO has been the Chief Sales Officer and a member of the Executive Committee of the Company. Since September 2012, he has been the Vice President of TCL Corporation. Since 1 January 2013, he has also been the General Manager of the Overseas Business Group. From June 2013 to 13 August 2013, he was the Acting CEO and the alternate director to Mr. ZHAO Zhongyao.

Before joining TCL Corporation, Mr. HAO was the E-business Sales Manager of Evans Ford Lincoln Inc. in Toronto, Canada from September 1997 to July 2001, the International Marketing Manager of Beijing Asian Star Computer Software Development Ltd. from July 2001 to November 2002, and served as the assistant to President and the Business Manager in Beijing Hanwawa Software Technology Ltd. from December 2002 to February 2004.

Mr. HAO has rich experience in multinational business management. He was graduated from York University, Toronto with a bachelor’s degree in Economics, and he also holds a degree of EMBA from Cheung Kong Graduate School of Business.

Save as disclosed above, Mr. HAO does not at present, and did not in the past three years, hold any directorship in any other listed public companies or any other position with the Company or any other members of the Group.

A service contract has been entered into between Mr. HAO and the Company. The amount of director’s emoluments to be received by Mr. HAO is to be determined by the Board based on the recommendation by the remuneration committee of the Company (the “Remuneration Committee”), with reference to his duties and responsibilities with the Company and the market rate for the positions. Mr. HAO’s appointment shall be subject to the approval by the Shareholders at the AGM and retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles and the Listing Rules.

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

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As at the Latest Practicable Date, Mr. HAO held:

1. 479,366 Shares;
2. 144,573 unvested awarded Shares;
3. options to subscribe for 1,649,778 Shares;
4. 133 shares in TCL Communication; and
5. 116 shares in Tonly Holdings.

The wife of Mr. HAO also held 201,600 shares in TCL Corporation.

## **2. MR. YAN XIAOLIN**

Mr. YAN, aged 46, is an executive Director and a member of the Executive Committee of the Company. He was appointed as a non-executive Director with effect from 24 April 2013 and was then re-designated as an executive Director with effect from 13 August 2013. Mr. YAN is currently the Senior Vice President of TCL Corporation. He has been serving as a non-executive director of TCL Communication since April 2013, the Chief Technology Officer (“CTO”) of TCL Corporation since December 2012 and the President of TCL Corporate Research of TCL Corporation (“TCL Corporate Research”) since October 2005. Mr. YAN joined TCL in May 2001. From May 2001 to December 2004, he served as the Project Manager, director of Research Institute and Deputy General Manager of the Research & Development Centre of the Company. From December 2004 to October 2005, he was the CTO of Components Strategic Business Unit of TCL Corporation and the Deputy Principal and Acting Principal of TCL Corporate Research. From May 2008 to November 2012, Mr. YAN was the Vice President of TCL Corporation.

Mr. YAN is also the person-in-charge of the expert group of the New Display Key Project of the 12th five-year plan of the Ministry of Science and Technology of the PRC, the Chief Scientist of the National “863 Program”, a Committee Member of the Electrical Technology Committee of the Ministry of Industry and Information Technology of the PRC, the Director-General of the Beijing Chapter of the Society of Information Display, a director of the Display Technology Committee of the Chinese Vacuum Society, a director of the Engineering Laboratory of Digital Family Life of the PRC, an executive director of the Engineering Technology Research Centre of Digital Family Life of the PRC and the Chairman of the China 3D Industry Association.

Mr. YAN was graduated from the Institute of Plasma Physics of Chinese Academy of Science with a Doctoral Degree in July 1999. From July 1999 to May 2001, he worked as a post-doctoral fellow in the Chinese Academy of Science.

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

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Mr. YAN has nearly 15 years of experience in the high-tech industry and enjoys a good reputation in his professional field. He was awarded the PRC Quality Entrepreneur for Endogenous Innovation, special allowance from the State Council of the PRC, the Outstanding Expert of Contribution to Chinese Colour TV, the Innovator for Chinese TV Broadcasting Technology, the Labour Model of Guangdong Province and was honoured the Outstanding National Leader of Shenzhen. In addition, Mr. YAN completed 12 national projects as a person-in-charge, formulated one set of International Electrotechnical Commission international standard and two sets of national standard as a group leader, as well as registered 32 patents of his inventions as the chief inventor, two of which were awarded the Gold Award and Outstanding Award of the PRC National Patent Award respectively.

Save as disclosed above, Mr. YAN does not at present, and did not in the past three years, hold any directorship in any other listed public companies or any other position with the Company or any other members of the Group.

Mr. YAN has entered into a service contract with the Company with effect from 13 August 2013. Mr. YAN's appointment shall be subject to the approval by the Shareholders at the AGM and retirement by rotation and re-election at the AGM in accordance with the Articles and the Listing Rules.

As at the Latest Practicable Date, Mr. YAN held:

1. 34,600 Shares;
2. options to subscribe for 283,467 Shares;
3. options to subscribe for 412,200 shares in TCL Communication; and
4. 793,000 shares in TCL Corporation and options to subscribe for 1,522,400 shares in TCL Corporation.

### **3. MR. SHI WANWEN**

Mr. SHI, aged 47, is a non-executive Director. He has been serving as the Senior Vice President of TCL Corporation since April 2008. Mr. SHI joined TCL in March 1990. From May 1990 to May 1993, he served as the Production Manager of TCL Technoly Electronics (Huizhou) Company Limited, a non-wholly owned subsidiary of the Company before the spin-off of Tonly Holdings. From May 1993 to May 1996, he served as the Head of Business Management and Business Department of Huizhou Huatong Industry & Trade Company. From May 1996 to April 1997, he was a Manager of the Administration & Human Resources Department of TCL Electronics Group. From April 1997 to December 1997, he served as the Deputy General Manager of TCL Communication Industrial Equipment Company. From January 1998 to February 1999, he was the Manager of the General Manager Office and Assistant to the General Manager of TCL King Electronics (Shenzhen) Company Limited. From March 1999 to July 2001, he was the Deputy General Manager and then the General Manager of TCL King Electronics (Shenzhen) Company Limited. From July 2001 to December 2001, he served as the General Manager of TV Sales Department of TCL Electrical Appliance Sales Company Limited, a subsidiary of the Company. From December 2001 to May 2003, he was the General Manager of the TV Business Unit of the Multimedia

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

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Electronics Business Unit of TCL Corporation. From August 2002 to September 2005, he was the Vice President and then the President of the Multimedia Electronics Business Unit of TCL Corporation. From September 2005 to December 2007, he was the Chief Operating Officer of the Company. From June 2005 to April 2008, he was the Vice President of TCL Corporation. From June 2006 to September 2010, he was an executive director of the Company.

Mr. SHI also serves as the President of the System Technology Business Unit of TCL Corporation, General Manager of TCL Light Electrical Appliance (Wuhan) Company Limited, the Chairman and the General Manager of TCL Light Electrical Appliances Company Limited, a director and the General Manager of Guangzhou Joy Network & Technology Company Limited, a director of Shenzhen Speed Distribution Platform Company Limited, a director of Huizhou Koyoo Online Company Limited, a director of Shenzhen Happytree Appliance Trading Limited, a director of Huizhou Kuyu Network Technology Company Limited, a director of TCL Business Information Technology (Huizhou) Company Limited, a director of TCL Digital Technology (Shenzhen) Company Limited, the Chairman of Guangdong Yijiatong Technical Development of Digital Home Company Limited, the Chairman of TCL New Technology (Huizhou) Company Limited, the Chairman of Huizhou Very Light Source Technology Co., Ltd. (formerly known as TCL-Harvatek Technology (Huizhou) Company Limited), the Chairman of Huizhou TCL Environmental Protection Resource Company Limited, the Chairman of Huizhou TCL Environmental Technology Company Limited and the Chairman of TCL Obo (Tianjin) Environmental Protection Development Company Limited.

Mr. SHI was graduated from the South China University of Technology with a Bachelor degree in Wireless Technology in 1988.

Save as disclosed above, Mr. SHI does not at present, and did not in the past three years, hold any directorship in any other listed public companies or any other position with the Company or any other members of the Group.

There is a service contract for his directorship in the Company pursuant to which Mr. SHI is appointed for a term of three years commencing from 13 August 2013 subject to the approval by the Shareholders at the AGM and retirement by rotation and re-election at the AGM in accordance with the Articles and the Listing Rules.

As at the Latest Practicable Date, Mr. SHI held:

1. 566,692 Shares;
2. options to subscribe for 141,778 Shares;
3. 83,715 shares in TCL Communication and options to subscribe for 293,600 shares in TCL Communication;
4. 54,937 shares in Tonly Holdings; and
5. 5,799,518 shares in TCL Corporation and options to subscribe for 1,780,740 shares in TCL Corporation.



**4.      MR. LI DONGSHENG**

Mr. LI, aged 56, is the founder and Chairman, an executive Director and a member of the Executive Committee of the Company. Mr. LI is currently the Chairman, the CEO and founder of TCL Corporation. He is also the Chairman and an executive director of TCL Communication, as well as one of the most recognised business leaders in China.

In 1982, Mr. LI began his career in TTK Household Electrical Appliances Co. Ltd, the predecessor of TCL. In 1985, he was appointed as General Manager of the newly established company, TCL Communication Equipment Co. Ltd. and created the TCL brand. In 2003, Mr. LI was appointed as the Chairman and CEO of TCL Corporation, which was afterwards listed on the Shenzhen Stock Exchange. Under his leadership, TCL accomplished acquisitions of both Thomson’s television business in France and Alcatel’s mobile phone global business in 2004. Now TCL has become a multinational enterprise with 60,000 employees and international business in over 80 countries. In the fourth quarter of 2013, TCL ranked No.3 globally in terms of LCD TV market share and ranked No.5 globally in terms of TCL handset market share.

Mr. LI was awarded the “Most Socially Responsible Entrepreneur” by Xinhuanet in 2012; the “Life Achievement Award of Top 25 Influential Business Leaders” from China Entrepreneur Magazine in 2011; “China’s Economic Person of the Year: Business Leader of the Decade” by CCTV in 2009; and “Economic Figure: China’s 30 years of reform” in 2008. In 2004, he was also named as “Asia Businessman of the Year” by Fortune magazine and “Top 25 Global Business Leaders” by Time magazine and CNN. Mr. LI received OFFICIER DE LA LEGION D’HONNEUR (French national honor) from President Jacques Chirac in the same year.

Mr. LI was elected as a delegate to China’s 16th Party Congress, and served as a delegate to the 10th, 11th and 12th National People’s Congress. Mr. LI also holds a number of positions including Chairman of China Electronic Imaging Industry Association, Vice Chairman of China Chamber of International Commerce, Executive Committee member of All-China Federation of Industry & Commerce and Vice Chairman of Guangdong Federation of Industry & Commerce. Mr. LI graduated from South China University of Technology.

Mr. LI is also an independent non-executive director of Tencent Holdings Limited and a non-executive director of Fantasia Holdings Group Co., Limited, both of which are listed on the Stock Exchange, and an independent director of Legrand, shares of which is listed on NYSE Euronext.

As at the Latest Practicable Date, Mr. LI held:

1. 38,379,799 Shares and was deemed to have interest in 4,000,000 Shares held by his spouse;
2. 1,100,932 unvested awarded Shares;
3. options to subscribe for 3,535,289 Shares;
4. 38,356,756 shares in TCL Communication and options to subscribe for 13,256,165 shares in TCL Communication;
5. 3,537,979 shares in Tonly Holdings and was deemed to have interest in 253,800 shares in Tonly Holdings held by his spouse; and
6. 511,570,300 shares in TCL Corporation.

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

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

Mr. DA ROSA, aged 60, is a non-executive Director. He has been a director of the Company since November 1999. Mr. DA ROSA 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 is currently a practicing solicitor and a partner of Messrs. Cheung Tong & Rosa Solicitors, Hong Kong.

Mr. DA ROSA is a fellow member 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.

Mr. DA ROSA is an independent non-executive director of HKC (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. In the past three years, Mr. DA ROSA had been a non-executive director of eSun Holdings Limited.

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

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.

As at the Latest Practicable Date, Mr. DA ROSA held:

1.      54,762 Shares;
2.      8,571 unvested awarded Shares;
3.      options to subscribe for 266,667 Shares; and
4.      5,476 shares in Tonly Holdings.

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 2017.

**6.      MR. TANG GULIANG**

Mr. TANG, aged 51, is an independent non-executive Director, the chairman of the audit committee of the Company (the “Audit Committee”) and a member of the Remuneration Committee and the nomination committee of the Company (the “Nomination Committee”). He is a professor at Department of Accounting, School of Business, University of International Business and Economics. Mr. TANG holds directorships in several listed companies in the PRC. He is also a Director of the Accounting Society of China.

As at the Latest Practicable Date, Mr. TANG held:

1.      54,762 Shares;
2.      8,571 unvested awarded Shares;
3.      options to subscribe for 266,667 Shares; and
4.      5,476 shares in Tonly Holdings.

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

If re-elected at the AGM, Mr. TANG will hold office until the conclusion of the annual general meeting of the Company of 2017.

**7.      DR. TSENG SHIENG-CHANG CARTER**

Dr. TSENG, aged 65, is an independent non-executive Director, the chairman of the Nomination Committee and a member of the Audit Committee and the Remuneration Committee. Dr. TSENG served as an independent non-executive director of TCL Corporation from 20 June 2008 to 20 June 2011. Dr. TSENG is currently a Senior Consultant of the Shenzhen Municipal Government, Senior Consultant of Tianjin Economic-Technological Development Area, TEDA and the Executive Chairman of Nankai International Business Forum. Dr. TSENG also serves as adjunct professor at a number of renowned universities over the globe including the University of Alberta (Canada), the City University of Hong Kong, the Nankai University in Tianjin, the Sichuan University and the University of Electronic Science and Technology of China in Chengdu. Dr. TSENG is also a member of the U.S.-based “Committee of 100”.

Dr. TSENG holds a Bachelor of Science in Electrical Engineering from the National Taiwan University, he then pursued further studies at the University of California where he received his Master and Doctoral degrees in Computer Science and Electronics Engineering. Dr. TSENG has over 30 years of experience in the high-tech industry. While in the U.S., Dr. TSENG worked at PARC (XEROX Research Center) in Silicon Valley and various U.S. based companies including Lockheed Aircraft Co. and NRL. Dr. TSENG then returned to Taiwan in 1980, and was a Co-Founder of MICROTEK which was listed in 1988 – the world class leader in the Image Scanner industry, one of the first and most successful listed high-tech companies based in Taiwan Hsinchu Science Park. Dr. TSENG has also drawn on his rich experience to coaching and mentoring executives and managers in the high-tech arena. In 1998, Dr. TSENG set up the Little Dragon Foundation with a mission to guide entrepreneurs of tomorrow, which has served many large corporations in the PRC. Dr. TSENG also serves as the overseas director of Canada National Institute of Nano-Technology and a director of China National Academy of Nano-Technology & Engineering.

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

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As at the Latest Practicable Date, Dr. TSENG did not have any Share nor any option to subscribe for Shares.

Dr. TSENG has not entered into any service contract with the Company.

If re-elected at the AGM, Dr. TSENG will hold office until the conclusion of the annual general meeting of the Company of 2017.

**DIRECTORS' EMOLUMENTS**

The amounts of emoluments received in 2013 by the above Directors to be elected or re-elected at the AGM are set out in the table below:

Directors	Salaries, allowances and benefits		Discretionary bonuses	Equity-settled	Pension	Total remuneration
	Fees	in kind		share option	scheme contributions	
	(HK\$'000)	(HK\$'000)	(HK\$'000)	(HK\$'000)	(HK\$'000)	(HK\$'000)
Mr. HAO Yi	46	1,460	-	402	52	1,960
Mr. YAN Xiaolin	82	-	-	69	-	151
Mr. SHI Wanwen	46	-	-	34	-	80
Mr. LI Dongsheng	120	650	-	859	-	1,629
Mr. Albert Thomas DA ROSA, Junior	225	-	-	65	-	290
Mr. TANG Guliang	300	-	-	65	-	365
Dr. TSENG Shieng-chang Carter	-	-	-	-	-	-

The emoluments to be received in 2014 by the above Directors to be elected or 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.

Save as the above, there is no information which is discloseable or are/were the above Directors to be elected or 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)(w) of the Listing Rules, and the Board is not aware of any other matters which need to be brought to the attention of the Shareholders.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 3:30 p.m. on 28 April 2014, 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 2013.
2. To re-appoint Messrs. Ernst & Young as the Auditors and authorize the board of Directors to fix their remuneration.
3. To elect the newly appointed Directors.
4. To re-elect the retiring Directors.
5. To re-elect Mr. TANG Guliang as an independent non-executive Director.
6. 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:

7. **“THAT**
  - a. a general mandate be and is hereby unconditionally given to the Directors to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to allot, issue and deal with unissued shares in the Company (“Shares”) or securities convertible into Shares or options, warrants or similar rights to subscribe for any Shares or such convertible securities and to make or grant offers, agreements or options which would or might require the exercise of such powers either during or after the Relevant Period, in addition to any Shares which may be issued from time to time (a) on a Rights Issue (as hereinafter defined) or (b) upon the exercise of any options under any option scheme or similar arrangement for the time being adopted for the grant or issue of Shares or rights to acquire Shares or (c) upon the exercise of 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 (“Shareholders”) or (d) as any scrip dividend or similar arrangements pursuant to the articles of association of the Company (“Articles”), not exceeding 20% of the issued share capital of the Company as at the date of this resolution; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- 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 to be held; and
  - iii. the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in general meeting;

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

- 8. **“THAT** there be granted to the Directors an unconditional general mandate to repurchase Shares, and that the exercise by the Directors of all powers of the Company to 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 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;
    - 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. the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in general meeting.”

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## NOTICE OF ANNUAL GENERAL MEETING

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9. “**THAT**, subject to the availability of unissued share capital and conditional upon the resolutions nos. 7 and 8 above being passed, the number of Shares which are repurchased by the Company pursuant to and in accordance with resolution no. 8 above shall be added to the number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with resolution no. 7 above.”

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

Hong Kong, 21 March 2014

*Notes:*

1. A Shareholder 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 Shareholder 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 21 March 2014. 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 East, Wanchai, Hong Kong (which will be relocated to Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong with effect from 31 March 2014) 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 28 April 2014, Monday, for the purposes of determining the entitlements of the Shareholders to attend and vote at the AGM. No transfers of Shares may be registered on that day. In order to qualify for the aforesaid entitlements, all transfers accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited at 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong (which will be relocated to Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong with effect from 31 March 2014) no later than 4:30 p.m. on 25 April 2014, Friday.
4. With regard to resolutions no. 7 above, the Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the general mandate to be granted under resolution no. 7 above.

*As at the date of this notice, the Board comprises LI Dongsheng, HAO Yi and YAN Xiaolin as executive directors, Albert Thomas DA ROSA, Junior, BO Lianming, HUANG Xubin and SHI Wanwen as non-executive directors and TANG Guliang, Robert Maarten WESTERHOF, WU Shihong and TSENG Shieng-chang Carter as independent non-executive directors.*