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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)

(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
(2) REFRESHMENT OF THE 10% SHARE OPTION SCHEME MANDATE LIMIT
(3) RE-ELECTION OF DIRECTORS
AND
(4) 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 28 April 2015, Tuesday, at 3:30 p.m. is set out on pages 20 to 23 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 Level 22, Hopewell Centre, 183 Queen's Road East, 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.

25 March 2015

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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 28 April 2015, Tuesday, at 3:30 p.m. for the purpose of considering and, if thought fit, approving the resolutions proposed in the AGM Notice
“AGM Notice”	the notice dated 25 March 2015 for convening the AGM and included in this circular
“Articles”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors (including non-executive Directors and independent non-executive Directors)
“Close Associate(s)”	has the meaning ascribed to it under the Listing Rules
“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)
“Core 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

DEFINITIONS

“Latest Practicable Date”	17 March 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange 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
“Scheme Mandate Limit”	the maximum number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme and all other share option scheme(s) of the Company
“Share(s)”	ordinary share(s) of HK\$1.00 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Share Options”	the share options granted under the Share Option Scheme
“Share Option Scheme”	the share option scheme adopted by the Company on 15 February 2007 conferring the holders thereof rights to subscribe the Shares in accordance with the said scheme
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary” or “Subsidiaries”	any entity which 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 and Share Buy-backs
“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)

DEFINITIONS

“TCL Corporation”	TCL Corporation, 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

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:

Mr. LI Dongsheng
Mr. BO Lianming
Mr. HAO Yi
Mr. YAN Xiaolin

Registered office:

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

Non-Executive Directors:

Mr. Albert Thomas DA ROSA, Junior
Mr. HUANG Xubin
Mr. SHI Wanwen

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:

Mr. TANG Guliang
Mr. Robert Maarten WESTERHOF
Ms. WU Shihong
Dr. TSENG Shieng-chang Carter

25 March 2015

To the Shareholders,

Dear Sir or Madam,

(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
(2) REFRESHMENT OF THE 10% SHARE OPTION SCHEME MANDATE LIMIT
(3) RE-ELECTION OF DIRECTORS
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

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

LETTER FROM THE BOARD

- (a) the granting to the Directors of the General Mandate;
- (b) the granting to the Directors of the Repurchase Mandate;
- (c) the granting to the Directors of the General Extension Mandate;
- (d) the refreshment of the 10% Scheme Mandate Limit;
- (e) the re-election of Directors; and
- (f) the declaration of final dividend.

2. VARIOUS MANDATES

On 28 April 2014, 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 1,337,990,547 fully paid-up Shares. Subject to the passing of the resolution granting the General Mandate and on the basis that no further Shares will be allotted and issued or repurchased from the Latest Practicable Date and up to the date of the AGM, exercise in full of the General Mandate could result in up to new issue of 267,598,109 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 1,337,990,547 fully paid-up Shares as at the Latest Practicable Date and no Shares will be 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 133,799,054 Shares. There is no present intention for any repurchase of Shares pursuant to the Repurchase Mandate.

LETTER FROM THE BOARD

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.

(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 a general meeting.

3. REFRESHMENT OF THE 10% SHARE OPTION SCHEME MANDATE LIMIT

At the annual general meeting of the Company held on 10 May 2010, the Shareholders approved the refreshment of the Scheme Mandate Limit as permitted under rule 17.03(3) of the Listing Rules. The number of Shares subject to the Scheme Mandate Limit as refreshed on 10 May 2010 is 108,595,692 Shares. Since then and up to the Latest Practicable Date, the Company has granted share options to subscribe for a total of 88,120,148 Shares under the Share Option Scheme and out of such share options, options entitling the holders thereof to subscribe for a total of 19,647,047 Shares have lapsed. The balance of the Scheme Mandate Limit at the Latest Practicable Date was 40,122,591 Shares.

The Company considers the grant of Share Options under the Share Option Scheme an important and effective tool for incentivizing the participants, particularly in view of the current changes in the television industry which is becoming more and more competitive in recent years. The Group's major competitors were traditionally the televisions competitors and distributors in the PRC and overseas. Now, the Group is also facing increasing competition from video content providers who distribute their television products online at a low price and earn their income through sale of video contents. Given such changes in the industry, the Group is currently at a critical stage of transforming its business by proactively implementing "double +" strategy, encompassing "intelligence + internet" and "products + services" which strives towards enhancing its product competitiveness as well as its fundamental capabilities (the "Transformation"). The Board considers the progress of the Transformation is vital to the survival and further development of the Group.

To facilitate the Transformation, the Group has implemented a new direction for its new long term incentive plan which aims to provide better incentivising effect to suit the Group's need by (1) making the vesting of long term incentives conditional upon performance of the Group in the coming years instead of that in the previous year; and (2) making long term incentives available not only to middle to upper management but also other key employees of the Group.

LETTER FROM THE BOARD

Since the remaining balance of the Scheme Mandate Limit is not sufficient for implementation of the Group's long term incentive plan, the Company proposes to refresh the Scheme Mandate Limit for the purpose of future grant of share options to the eligible participants under the Share Option Scheme. The Board believes that it is in the interest of the Company and the Shareholders as a whole to refresh the Scheme Mandate Limit to allow further share options to be granted under the Share Option Scheme so as to provide incentives to and recognise the contribution of the eligible participants under the Share Option Scheme.

The Company has set challenging performance targets for the Group in each of the three years ending 31 December 2017 (the "Three Years Targets") and is considering making use of the refreshed Scheme Mandate Limit, shortly after obtaining the relevant Shareholders' approval at the AGM, to grant to a number of key employees and/or officers of the Group Share Options to subscribe for approximately 100 million Shares (exact number to be determined with reference to the fair value of the Share Options which varies with their exercise price). To maximize the incentivising effect, the exercise of such Share Options would be conditional upon achievement of certain key performance targets set with reference to the Three Years Targets. Such grantees to be selected by the Company are expected to have important contribution to the Transformation and hence growth of the Group in the next 3 years.

Pursuant to Note (1) to Rule 17.03(3) of the Listing Rules, the Company may refresh the Scheme Mandate Limit by ordinary resolution of the Shareholders at general meeting provided that:

- (a) the Scheme Mandate Limit so refreshed shall not exceed 10% of the total number of Shares in issue as at the date of the Shareholders' approval of the refreshment of the Scheme Mandate Limit;
- (b) share options previously granted under the Share Option Scheme and any other share option scheme(s) of the Company (including those outstanding, cancelled, or lapsed in accordance with the relevant scheme rules or exercised share options) shall not be counted for the purpose of calculating the Scheme Mandate Limit as refreshed; and
- (c) the total number of Shares which may be issued upon exercise of all outstanding Share Options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) of the Company must not in aggregate exceed 30% of the total number of Shares in issue from time to time.

If the further refreshment of the Scheme Mandate Limit is approved at the AGM, based on the 1,337,990,547 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be allotted and issued or repurchased after the Latest Practicable Date and up to the date of the AGM, the Company may grant further options carrying rights to subscribe for up to a total of 133,799,054 Shares under the Share Option Scheme (representing 10% of the issued share capital of the Company as at the date of the AGM). Share Options previously granted under the Share Option Scheme (including those outstanding, cancelled or lapsed in accordance with the Share Option Scheme or exercised options) will not be counted for the purpose of calculating the 10% refreshed Scheme Mandate Limit.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the cumulative total number of Shares which may be issued upon exercise of all outstanding Share Options were 59,887,826 Shares, representing approximately 4.48% of the Shares in issue as at the Latest Practicable Date. Assuming that the refreshment of the Scheme Mandate Limit will be approved, the number of Shares that may be issued under the Share Option Scheme will be in aggregate of 193,686,880 Shares, representing approximately 14.48% of the Shares in issue at the Latest Practicable Date and is within the 30% limit of the total number of Shares in issue from time to time as required under the Share Option Scheme.

The Board considers that further refreshment of the Scheme Mandate Limit is in the interests of the Company and its Shareholders as a whole. The Company will then be in a position to grant options as planned to the employees and/or officers of the Group who would be key to the successful implementation of the Transformation and achievement of Three Years Targets. Given the potential grantees would be provided with a direct economic interest in attaining the long term business objectives of the Company their personal interests could then be aligned with that of the Group. The further refreshment of the Scheme Mandate Limit can also allow the Company to retain certain flexibility in future in providing incentives or rewards to recruit and attract human resources that are valuable to the Group. The granting of Share Options is considered to be a good incentive tool since it will not affect the Group's cash flow.

To enable the Company to grant further Share Options to the Group's employees, the Board proposes to seek the Shareholders' approval to further refresh the Scheme Mandate Limit at the AGM.

The further refreshment of the Scheme Mandate Limit is conditional upon:

- (a) the passing of the necessary resolution to approve the further refreshment of the Scheme Mandate Limit by the Shareholders at the AGM; and
- (b) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, such number of Shares representing 10% of the Shares in issue as at the date of the AGM, which may be issued pursuant to exercise of Share Options to be granted under the further refreshed Scheme Mandate Limit.

Application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Shares to be listed by the Company (representing 10% of the Shares in issue as at the date of the AGM) which may be issued pursuant to exercise of Share Options to be granted under the further refreshed Scheme Mandate Limit.

4. 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 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.

LETTER FROM THE BOARD

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. HUANG Xubin	Non-executive Director
(c) Mr. Robert Maarten WESTERHOF	Independent Non-executive Director
(d) Ms. WU Shihong	Independent Non-executive Director

Mr. Robert Maarten WESTERHOF will only hold office until the conclusion of the AGM even if he is not to retire by rotation.

The aforesaid Directors, being eligible, will offer themselves for re-election at the AGM.

If re-elected, Mr. HUANG Xubin, Mr. Robert Maarten WESTERHOF and Ms. WU Shihong will hold office until the conclusion of the annual general meeting of the Company of 2018.

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.

Mr. Robert Maarten WESTERHOF has been an independent non-executive Director since 2006. If re-elected, he will have served the Company for more than 9 years after 8 September 2015, his further appointment will be subject to a separate resolution to be approved by the Shareholders. Mr. WESTERHOF 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. WESTERHOF 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. WESTERHOF cannot remain as an independent non-executive Director. Having considered background and experiences of Mr. WESTERHOF, the Board is of the view that Mr. WESTERHOF 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. WESTERHOF be re-elected as an independent non-executive Director.

LETTER FROM THE BOARD

5. ANNUAL GENERAL MEETING

The AGM Notice is set out on pages 20 to 23 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 Level 22, Hopewell Centre, 183 Queen's Road East, 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.

6. FINAL DIVIDEND

The Board has recommended the declaration of a final dividend to be paid to the Shareholders whose names appear on the register of members of the Company on 6 May 2015, Wednesday. An ordinary resolution will be proposed at the AGM to declare the final dividend.

7. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 27 April 2015, Monday, to 28 April 2015, Tuesday (both dates inclusive), for the purposes of determining the entitlements of the Shareholders to attend and vote at the AGM. No transfer of the Shares may be registered during the said period. In order to qualify to attend and vote at the AGM, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, by no later than 4:30 p.m. on 24 April 2015, Friday.

The register of members of the Company will be closed from 5 May 2015, Tuesday, to 6 May 2015, Wednesday (both dates inclusive), for the purpose of determining the entitlement of the Shareholders to the proposed final dividend upon the passing of relevant resolution. No transfer of the 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 share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, by no later than 4:30 p.m. on 4 May 2015, Monday.

8. VOTING BY POLL

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

LETTER FROM THE BOARD

9. RECOMMENDATION

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

10. RESPONSIBILITY OF THE DIRECTORS

This document, for which the directors of the issuer collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the issuer. The directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this document 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 document misleading.

Yours faithfully,
By order of the Board
LI Dongsheng
Chairman

This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolutions to be proposed at the AGM in relation to the new Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company was 1,337,990,547 fully paid-up Shares.

Subject to the passing of the resolution granting the new Repurchase Mandate and on the basis that no further Shares will be allotted and issued or repurchased from the Latest Practicable Date and to the date of the AGM, the Directors would be allowed under the Repurchase Mandate to repurchase up to 133,799,054 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 of association and articles 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 2014, 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 of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. EFFECT UNDER THE TAKEOVERS CODE AND ON MINIMUM PUBLIC HOLDING

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 1,337,990,547 to 1,204,191,493.

As at the Latest Practicable Date, TCL Corporation, through T.C.L. Industries Holdings (H.K.) Limited, its wholly-owned Subsidiary, held 849,234,475 Shares representing approximately 63.47% 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 70.52%.

Such increase will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors are also 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.

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 and up to the Latest Practicable Date were as follows:

	Share Price	
	Highest (HK\$)	Lowest (HK\$)
2014		
March	3.35	2.80
April	3.32	2.59
May	2.74	2.41
June	2.80	2.53
July	3.04	2.69
August	3.18	2.82
September	3.14	2.74
October	2.87	2.55
November	3.02	2.69
December	3.70	2.95
2015		
January	3.78	3.02
February	4.70	3.31
March (up to the Latest Practicable Date)	5.17	4.18

6. REPURCHASE OF SHARES

The Company had not purchased any shares in the six months preceding 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 Close 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 Core Connected Person has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by Shareholders.

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

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

1. MR. BO LIANMING

Aged 51, is an executive director of the Company (who was a non-executive director of the Company until 23 October 2014 when he was re-designated as an Executive Director since then) and the Chairman of the Company's Strategy Executive Committee.

Mr. BO is also an executive director, the President and the Chief Operating Officer of TCL Corporation and the Chief Executive Officer ("CEO") of Shenzhen China Star Optoelectronics Technology Co., Ltd. ("CSOT", an associated corporation of the Company). Mr. BO held a number of management positions in TCL Corporation including Vice President and Financial Director of IT Industrial Group, Vice President of 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. Besides, Mr. BO also acted as a non-executive director of TCL Communication during the period from 30 May 2007 to 22 April 2013. Mr. BO has over 14 years of experience in the consumer electronics products industry. Before joining TCL Corporation in 2000, Mr. BO was the Chief Accountant of Shenzhen Airlines Co., Ltd.. Mr. BO holds a Doctorate Degree in Business Administration from Xi'an Jiaotong University.

Save as disclosed above, Mr. BO 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. BO has not entered into any service contract with the Company.

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

1. 388,727 Shares and options to subscribe for 6,448,245 Shares;
2. 65,700 shares of TCL Communication and options to subscribe for 2,879,000 shares of TCL Communication;
3. 28,653 shares of Tonly Holdings;
4. 1,997,381 shares of TCL Corporation and options to subscribe for 2,061,420 shares of TCL Corporation; and
5. approximately 57.58% equity interest of Tibet Shannan Star Ripple Venture Capital Partnership (Limited Partnership) ("Star Ripple") and Star Ripple in turn holds approximately 0.21% of the registered capital of CSOT (i.e. RMB 34,912,000).

Save as disclosed above, Mr. BO has no interest in the shares of the Company and its associated corporations within the meaning of Part XV of the SFO and do not have any relationship with any other directors, senior management or any substantial or controlling shareholders of the Company.

2. MR. HUANG XUBIN

Aged 49, is a non-executive director and a member of the audit committee of the Company (the “Audit Committee”), an executive director, Chief Financial Officer and a member of the executive committee of TCL Corporation, and a non-executive director of TCL Communication. Mr. HUANG joined TCL in March 2001 and served as an Officer of the Financial Settlement Centre of TCL Corporation, the Chief Economist, Financial Director and Vice President of TCL Corporation, and General Manager of TCL Finance Co., Ltd. (“Finance Company”). At present, Mr. HUANG is also of the Chairman of Finance Company, director of Huizhou Techne Corporation (“Huizhou Techne”), Huizhou TCL Home Appliance Group Co., Ltd and Shenzhen TCL Real Estate Co., Ltd. Before joining TCL, Mr. HUANG served as Head of Credit Facilities Department of China Construction Bank, Guangdong Branch. Mr. HUANG is a Senior Economist. He graduated from Hunan University (formerly known as Hunan College of Finance and Economics), and obtained a Master’s Degree in Economy at Research Institute for Fiscal Science, Ministry of Finance, the PRC and holds an EMBA Degree from China Europe International Business School.

Save as disclosed above, Mr. HUANG 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. HUANG has not entered into any service contract with the Company.

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

1. 1,060,560 Shares and options to subscribe for 460,177 Shares;
2. options to subscribe for 1,016,035 shares of TCL Communication;
3. 4,325 shares of Tonly Holdings; and
4. 1,933,360 shares of TCL Corporation and options to subscribe for 1,450,020 shares of TCL Corporation.

Save as disclosed above, Mr. HUANG has no interest in the shares of the Company and its associated corporations within the meaning of Part XV of the SFO and do not have any relationship with any other directors, senior management or any substantial or controlling shareholders of 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 2018.

3. MR. ROBERT MAARTEN WESTERHOF

Aged 71, is an independent non-executive director of the Company. He has over thirty years' experience in the electronics industry. Mr. WESTERHOF had held senior management positions in the Computer, Telecommunications and Medical Systems divisions of Philips, his last positions were CEO of Philips Asia (based in Hong Kong and Shanghai) and CEO of Philips North America (based in New York). After his retirement from Philips, Mr. WESTERHOF became the President of the European top soccer team PSV Eindhoven (a voluntary job). Mr. WESTERHOF is the Co-Chairman of Thinktank Omega, an independent think tank that advises the government of the Netherlands on economics, financial and social issues and the Chairman of Supervisory Board of AND Technologies N.V., a global leading provider of navigation solutions and digital maps which listed on the Amsterdam stock exchange. Mr. WESTERHOF is a member of the Supervisory Board of Teleplan, a hardware services provider headquartered in the Netherlands. He also serves as the Chairman of the Advisory Board of Sparta Beheer B.V., and an advisor of the Supervisory Board of Suncycle B.V., a company specialized in advanced concentrated solar technologies in the Netherlands, the Chairman of Supervisory Board of Foundation Sparta 1888 based in Rotterdam, the Netherlands, it was founded in 1888 and is one of the oldest professional football teams in the Netherlands, and the Chairman of the Advisory Board of WSS Ltd., which is a worldwide operating company specialized in planning systems of waste management of the major cities in the world. Mr. WESTERHOF holds a Master's Degree in Business Administration at the Erasmus University of Rotterdam, the Netherlands, and he has also completed Harvard Business School's Advanced Management Program and International Senior Management Program.

Save as disclosed above, Mr. WESTERHOF 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. WESTERHOF has not entered into any service contract with the Company.

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

1. 30,000 Shares and options to subscribe for 327,743 Shares; and
2. 2,142 shares of Tonly Holdings.

Save as disclosed above, Mr. WESTERHOF has no interest in the shares of the Company and its associated corporations within the meaning of Part XV of the SFO and do not have any relationship with any other directors, senior management or any substantial or controlling shareholders of the Company.

If re-elected at the AGM, Mr. WESTERHOF will hold office until the conclusion of the annual general meeting of the Company of 2018.

4. MS. WU SHIHONG

Aged 57, is an independent non-executive director, the Chairman of the remuneration committee (“Remuneration Committee”) and a member of the Audit Committee and nomination committee of the Company. She has extensive experience in the information technology industry. Since March 2012, Ms. WU has become an independent non-executive director of A8 Digital Music Holdings Limited, a company listed on the Stock Exchange. 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. Ms. WU has been studying in the area of philanthropy, and has recently engaged in the practice of Enterprise Coaching. 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).

Save as disclosed above, Ms. WU 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.

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

As at the Latest Practicable Date, Ms. WU held:

1. 63,333 Shares and options to subscribe for 294,410 Shares;
2. 5,476 shares of Tonly Holdings; and
3. 802,700 shares of Huizhou Techne, as associated corporation of the Company.

Save as disclosed above, Ms. WU has no interest in the shares of the Company and its associated corporations within the meaning of Part XV of the SFO and do not have any relationship with any other directors, senior management or any substantial or controlling shareholders of 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 2018.

APPENDIX II DETAILS OF DIRECTORS STANDING FOR RE-ELECTION

DIRECTORS' EMOLUMENTS

The amounts of emoluments received in 2014 by the above Directors to be re-elected at the AGM are set out in the table below:

Directors	Fees	Salaries, allowances and benefits in kind	Discretionary performance related bonuses	Equity-settled share option benefits	Pension scheme contributions	Total remuneration
	<i>(HK\$'000)</i>	<i>(HK\$'000)</i>	<i>(HK\$'000)</i>	<i>(HK\$'000)</i>	<i>(HK\$'000)</i>	<i>(HK\$'000)</i>
Mr. BO Lianming	120	198	82	–	–	400
Mr. HUANG Xubin	120	–	–	–	–	120
Mr. Robert Maarten WESTERHOF	300	–	–	–	–	300
Ms. WU Shihong	300	–	–	–	–	300

The emoluments to be received in 2015 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, and there is no information which is discloseable or are/were the above Directors to be re-elected involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(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.

NOTICE OF ANNUAL GENERAL MEETING

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

(the "Company")

NOTICE IS HEREBY GIVEN that the annual general meeting of the Company (the "AGM") will be held at Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on 28 April 2015, Tuesday at 3:30 p.m., for the purpose of transacting the following business:

ORDINARY BUSINESS

1. To receive and adopt the audited consolidated financial statements and the reports of the directors of the Company ("Directors") and the independent auditors of the Company ("Auditors") for the year ended 31 December 2014.
2. To declare a final dividend of HK5.28 cents per ordinary share of the Company to the shareholders of the Company ("Shareholders") whose names appear on the register of members of the Company on 6 May 2015.
3. To re-appoint Messrs. Ernst & Young as the Auditors and authorise the board of Directors to fix their remuneration.
4. To re-elect the retiring Directors.
5. To re-elect Mr. Robert Maarten WESTERHOF 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

NOTICE OF ANNUAL GENERAL MEETING

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 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 (“Articles”) 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 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

NOTICE OF ANNUAL GENERAL MEETING

- (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 of the Company to be held; and
 - iii. the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
9. “**THAT**, subject to the availability of unissued share capital and conditional upon the resolutions nos. 7 and 8 above being passed, the number of Shares which are repurchased by the Company pursuant to and in accordance with resolution no. 8 above shall be added to the number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with resolution no. 7 above.”
10. “**THAT**, conditional upon the Stock Exchange of Hong Kong Limited (“the Stock Exchange”) granting listing of and permission to deal in the Shares to be issued upon the exercise of options under the share option scheme adopted by the Company on 15 February 2007 (the “Share Option Scheme”), the existing scheme mandate limit in respect of granting of options to subscribe for Shares under the Share Option Scheme be refreshed and renewed provided that the total number of Shares which may be allotted and issued pursuant to the grant or exercise of the options under the Share Option Scheme (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme) shall not exceed 10% of the Shares in issue as at the date of passing this resolution and that the Directors of the Company be and are hereby authorised, subject to compliance with the Rules Governing the Listing of Securities on the Stock Exchange, to grant options under the Share Option Scheme up to the refreshed limit and to exercise all the powers of the Company to allot, issue and deal with Shares pursuant to the exercise of such options.”

By order of the Board

LI Dongsheng

Chairman

Hong Kong, 25 March 2015

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A member of the Company who is a holder of two or more Shares, and who is entitled to attend and vote at the AGM is entitled to appoint more than one proxy or a duly authorised corporate representative to attend and vote in his stead. A proxy needs not be a Shareholder. 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 25 March 2015. 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
3. The register of members of the Company will be closed from 27 April 2015, Monday, to 28 April 2015, Tuesday (both dates inclusive), for the purposes of determining the entitlements of the Shareholders to attend and vote at the AGM. No transfer of Shares may be registered during the said period. In order to qualify for the aforesaid entitlements, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on 24 April 2015, Friday.
4. The register of members of the Company will be closed from 5 May 2015, Tuesday, to 6 May 2015, Wednesday (both dates inclusive), for the purpose of determining the entitlement of Shareholders to the proposed final dividend upon passing of resolution no. 2 set out in this notice. No transfer of Shares may be registered during the said period. In order to qualify for the aforesaid entitlement, 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on 4 May 2015, Monday.
5. 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, BO Lianming, HAO Yi and YAN Xiaolin as executive directors, Albert Thomas DA ROSA, Junior, 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.