



# TCL MULTIMEDIA TECHNOLOGY HOLDINGS LIMITED

## TCL 多媒體科技控股有限公司

(the "Company")

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01070)

### PROXY FORM FOR THE EXTRAORDINARY GENERAL MEETING OF 14 JANUARY 2016, THURSDAY

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

as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary general meeting of the Company ("EGM") (and at any adjournment thereof) to be held at 11:30 a.m. on 14 January 2016, Thursday at Regus Conference Center, 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong and to vote in respect of the following resolution as indicated:

	ORDINARY RESOLUTION	FOR <sup>(4)</sup>	AGAINST <sup>(4)</sup>
1.	<p>(a) the Subscription Agreement (as defined in the circular of the Company dated 28 December 2015 (the "Circular")) (a copy of the which has been produced to this meeting marked "A" and initialed by the chairman of the meeting for the purpose of identification) dated 11 December 2015 entered into between the Company and 樂視致新電子科技(天津)有限公司 (transliterated as Leshi Zhixin Electronic Technology (Tianjin) Co., Ltd.) in relation to the subscription by the Investor (as defined in the Circular) for a total number of 348,850,000 new ordinary shares of the Company (the "Subscription Share(s)") at the subscription price of HK\$6.50 per Subscription Share(s), and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;</p> <p>(b) the directors of the Company (the "Directors") be and are hereby granted a specific mandate ("Specific Mandate") to exercise the powers of the Company to allot and issue the Subscription Shares in accordance with the terms and conditions of the Subscription Agreement, where such Subscription Shares shall rank equally in all respects among themselves and with all fully paid ordinary shares of the Company in issue as at the date of allotment and issue and the Specific Mandate is in addition to, and shall not prejudice nor revoke, any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution; and</p> <p>(c) any Director be and is hereby authorised to do such acts and things, to sign and execute all such further documents (in case of execution of documents under seal, to do so by any two Directors or any Director together with the secretary of the Company) and to take such steps as he may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Subscription Agreement or any transactions contemplated thereunder and all other matters incidental thereto or in connection therewith, and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith.</p>		

Dated \_\_\_\_\_

Signature<sup>(5)(6)(7)(8)</sup> \_\_\_\_\_

#### Notes:

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