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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)

**(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**  
**(2) ELECTION AND RE-ELECTION OF DIRECTORS**  
**AND**  
**(3) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the AGM of TCL Multimedia Technology Holdings Limited to be held at 8/F, Building 22E, 22 Science Park East Avenue, Hong Kong Science Park, Shatin, New Territories, Hong Kong on 23 May 2017, Tuesday, at 3:00 p.m. is set out on pages 17 to 19 of this circular.

If there is a black rainstorm warning signal or a tropical cyclone warning signal number 8 or above in force at or after 12:00 noon on 23 May 2017 and/or the Hong Kong Observatory has announced at or before 12:00 noon on 23 May 2017 that either of the above mentioned warnings is to be issued within the next two hours, the AGM shall automatically be postponed to the next Business Day on which no black rainstorm warning signal or tropical cyclone warning signal number 8 or above is issued between the hours from 9:00 a.m. to 5:00 p.m. and in such case the AGM shall be held at 4:00 p.m. on that Business Day at 8th Floor, Building 22E, 22 Science Park East Avenue, Hong Kong Science Park, Shatin, New Territories, Hong Kong.

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.

19 April 2017

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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 8/F, Building 22E, 22 Science Park East Avenue, Hong Kong Science Park, Shatin, New Territories, Hong Kong on 23 May 2017, Tuesday, at 3:00 p.m. for the purpose of considering and, if thought fit, approving the resolutions proposed in the AGM Notice
“AGM Notice”	the notice dated 19 April 2017 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
“Auditor”	the auditor for the time being of the Company
“Board”	the board of Directors (including non-executive Directors and independent non-executive Directors) of the Company
“Business Day”	a day on which banks in Hong Kong are open to conduct business generally throughout their normal business hours and the Stock Exchange is open for trading, excluding Saturday, Sunday, public holidays and days on which a tropical cyclone warning number 8 or above or a black rainstorm warning signal is issued in Hong Kong at any time between 9:00 a.m. and 5:00 p.m. on weekdays
“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 allot and issue such number of Shares not exceeding 20% of the number of the issued Shares as at the date of approval of the mandate, subject to adjustment in case of any Share consolidation or subdivision after the mandate has been approved, provided that the maximum number of securities that may be issued as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same
“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

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## DEFINITIONS

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“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	7 April 2017, 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 such number of Shares not exceeding 10% of the number of the issued Shares as at the date of approval of the mandate, subject to adjustment in case of any Share consolidation or subdivision after the mandate has been approved, provided that the maximum number of securities that may be issued as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same
“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/Subsidiaries”	any entity which falls within the meaning of the term “Subsidiary” as defined in the Listing Rules and the term “Subsidiaries” shall be construed accordingly
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs published by the Securities and Futures Commission of Hong Kong
“TCL Communication”	TCL Communication Technology Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability, the shares of which were listed on the main board of the Stock Exchange until 30 September 2016 (former stock code: 02618)
“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
“TCL Corporation Group”	TCL Corporation and its subsidiaries
“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:*

LI Dongsheng  
BO Lianming  
YAN Xiaolin  
XU Fang

*Registered office:*

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

*Non-executive Directors:*

Albert Thomas DA ROSA, Junior  
HUANG Xubin  
Abulikemu ABULIMITI  
LIU Hong

*Principal Place of Business in Hong Kong:*

7th Floor, Building 22E  
22 Science Park East Avenue  
Hong Kong Science Park  
Shatin  
New Territories  
Hong Kong

*Independent Non-executive Directors:*

Robert Maarten WESTERHOF  
TSENG Shieng-chang Carter  
SO Wai Man Raymond  
WANG Yijiang

19 April 2017

*To the Shareholders,*

Dear Sir or Madam,

**(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**  
**(2) ELECTION AND RE-ELECTION OF DIRECTORS**  
**AND**  
**(3) 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:

- (a) the granting to the Directors of the General Mandate;

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## LETTER FROM THE BOARD

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

### 2. VARIOUS MANDATES

On 18 May 2016, 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 number of issued Shares of the Company as at the date of passing the relevant resolution.

As at the Latest Practicable Date, the total number of issued Shares of the Company was 1,738,118,468 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 347,623,693 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 number of issued Shares 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 1,738,118,468 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 173,811,846 Shares. There is no present intention for any repurchase of Shares pursuant to the Repurchase Mandate.

An explanatory statement required under Rule 10.06(1)(b) of the Listing Rules to be sent to the Shareholders in relation to the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the information reasonably necessary for Shareholders to make an informed decision on whether to approve the relevant resolution at the AGM.

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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 a general meeting.

### 3. ELECTION AND RE-ELECTION OF DIRECTORS

Reference is made to the announcement of the Company dated 7 April 2017 in relation to the appointment of Mr. LIU Hong (“Mr. LIU”) as non-executive Director of the Company. Pursuant to A.4.2 of Corporate Governance Code and Corporate Governance Report set out in Appendix 14 to the Listing Rules and the Articles, directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after appointment. Accordingly, Mr. LIU is subject to election by Shareholders at the AGM. If elected, Mr. LIU will hold office until the conclusion of the annual general meeting of the Company of 2020.

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.

Accordingly, the following Directors shall retire from office by rotation at the conclusion of the AGM.

<b>Name</b>	<b>Position</b>
(a) Mr. BO Lianming (“Mr. BO”)	Executive Director
(b) Ms. XU Fang (“Ms. XU”)	Executive Director
(c) Mr. HUANG Xubin (“Mr. HUANG”)	Non-executive Director
(d) Mr. Robert Maarten WESTERHOF (“Mr. WESTERHOF”)	Independent Non-executive Director

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

If re-elected, Mr. HUANG and Mr. WESTERHOF will hold office until the conclusion of the annual general meeting of the Company of 2020.

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## LETTER FROM THE BOARD

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Mr. WESTERHOF has been an independent non-executive Director since 2006. He has served the Company for more than 9 years and therefore 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.

If elected and/or re-elected (as the case may be), 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.

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

The AGM Notice is set out on pages 17 to 19 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.

#### **5. CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed from 17 May 2017, Wednesday, to 23 May 2017, 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 16 May 2017, Tuesday.



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## LETTER FROM THE BOARD

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### 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 document, for which the Directors of the issuer 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 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,  
On behalf 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 total number of issued Shares of the Company was constituted by 1,738,118,468 fully paid-up Shares of HK\$1.00 each.

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 173,811,846 Shares, representing 10% of the total number of issued Shares 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 a 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 2016, 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 1,738,118,468 to 1,564,306,622.

As at the Latest Practicable Date, TCL Corporation, through T.C.L. Industries Holdings (H.K.) Limited, its wholly-owned subsidiary, held 905,322,475 Shares representing approximately 52.09% of the number of issued Shares 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 57.87%.

If, which is not presently contemplated, the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, the shareholding of TCL Corporation would be increased from 52.09% to 57.87% as a result of a decrease in the issued Shares. Such increase will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. 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. As at the Latest Practicable Date, so far as is known to the Directors, no Shareholder may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code in the event that the Directors exercise the power in full to repurchase Shares pursuant to the Repurchase Mandate.

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\$)
<b>2016</b>		
March	4.88	4.30
April	5.30	4.53
May	5.25	4.42
June	4.72	4.26
July	4.59	4.09
August	4.59	3.84
September	4.24	3.79
October	4.18	3.83
November	3.98	3.73
December	3.90	3.50
<b>2017</b>		
January	3.98	3.51
February	3.76	3.38
March	4.45	3.55
April (up to the Latest Practicable Date)	4.33	4.08

**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 Director who is proposed to be elected at the AGM.

**MR. LIU HONG**

Aged 44, is a Non-executive Director of the Company. Mr. LIU is the co-founder of Leshi Internet Information and Technology Corp., Beijing\* (樂視網信息技術(北京)股份有限公司) (“Leshi Internet”), and currently a director and vice general manager of Leshi Internet, and responsible for the comprehensive operation and finance of LeEco Holding Ltd. and its subsidiaries and affiliates. Mr. LIU has been an executive director of Coolpad Group Limited (stock code: 2369) since August 2015, and a non-executive director of Beijing Media Corporation Limited (stock code: 1000) since January 2016, both two companies are listed on the Stock Exchange.

Mr. LIU was a senior journalist, and used to be a journalist of China Radio International from 1997 to 2004. Mr. LIU graduated from journalism major in Beijing Broadcasting Institute with a bachelor degree in July 1997 and graduated from University of International Business and Economics with a master degree of law in January 2003.

Save as disclosed above, Mr. LIU 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.

As at the Latest Practicable Date, Mr. LIU has no interest in the shares of the Company and its associated corporations within the meaning of Part XV of the SFO and does not have any relationship with any other Directors, senior management or any substantial or controlling Shareholders of the Company.

A letter of appointment has been entered into between Mr. LIU and the Company. Mr. LIU is entitled to a proportional director’s fee calculated on the basis of HK\$225,000 per annum plus discretionary bonus, which is determined by the Board based on the recommendation by the remuneration committee of the Company, with reference to his duties and responsibilities with the Company and the market rate for the position.

Mr. LIU is appointed for a term of three years commencing from 7 April 2017 and shall be subject to the approval by the shareholders of the Company 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.

Save as disclosed above, there is no other information which is discloseable nor is/was Mr. LIU 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. The Board is not aware of any other matters which need to be brought to the attention of the Shareholders.

\* The English transliteration of the Chinese name is included for information purpose only, and should not be regarded as the official English name of such Chinese name.

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

**1. MR. BO LIANMING**

Aged 54, is an Executive Director, Chief Executive Officer (“CEO”), the Chairman of the Strategy Executive Committee and a member of Management Team of the Company. Mr. BO is also an Executive Director, a member of the Executive Committee and President of TCL Corporation, and a Director of Shenzhen China Star Optoelectronics Technology Co., Ltd (“CSOT”). Mr. BO held a number of management positions in TCL Corporation, including the Chairman of CSOT, 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. Mr. BO has over 15 years of experience in the household electronics products industry. Before joining TCL Corporation in 2000, he was the Chief Accountant of Shenzhen Airlines Co., Ltd.. Mr. BO holds a Doctorate Degree in Business Administration from Xi’an Jiaotong University.

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 held 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:

1. held 2,306,724 Shares of which 1,534,414 Shares were unvested restricted Shares and options to subscribe for 6,448,245 Shares;
2. held 4,058,801 shares of TCL Corporation;
3. held 28,653 shares of Tonly Holdings; and
4. was deemed to be interested in CSOT since he owned Linzhou Star Ripple Venture Capital Partnership (Limited Partnership) (“Star Ripple”, formerly known as Tibet Shannan Star Ripple Venture Capital Partnership (Limited Partnership)) as to approximately 59.04% and Star Ripple in turn was interested in CSOT.

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 shareholder of the Company.

**2. MS. XU FANG**

Aged 53, is currently a member of the Strategy Executive Committee and the Remuneration Committee and Chief Human Resources Officer of the Company, Vice President of TCL Corporation and Executive President of TCL University of TCL Corporation. Joined TCL Corporation in February 2004, Ms. XU had successively served as the Dean of Institute of Training and the Dean of Academy of Leadership Development of TCL Corporation.

Ms. XU is also an adjunct professor for EMBA program at HSBC Business School of Peking University and an adjunct corporate professor for Entrepreneurship EMBA program at New Huadu Business School. Ms. XU graduated from Nanjing Normal University majoring in English Linguistics and obtained a Master's Degree in Business Administration from New York Institute of Technology of the United States of America.

Save as disclosed above, Ms. XU 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. XU has entered into a service contract with the Company.

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

1. 1,280,453 Shares of which 999,987 Shares were unvested restricted Shares and options to subscribe for 3,714,715 Shares; and
2. 20,215 shares of Tonly Holdings of which 8,298 shares were unvested restricted shares and options to subscribe 45,916 shares of Tonly Holdings.

Save as disclosed above, Ms. XU 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 shareholder of the Company.

**3. MR. HUANG XUBIN**

Aged 51, is a Non-executive Director and a member of the Audit Committee of the Company, 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 and General Manager of the Financial Settlement Centre of TCL Corporation, the Chief Economist, Vice President and Financial Director of TCL Corporation, General Manager of TCL Finance Co., Ltd. ("Finance Company"), and the Chairman of Highly Information Industry Co., Ltd, which is a company listed on National Equities Exchange and Quotations in the PRC since 29 December 2015 (stock code: 835281). At present, Mr. HUANG is also the Chairman of Finance Company, the director of Shenzhen TCL Real Estate Co., Ltd, the director of Huizhou TCL Home Appliance Group Co. Ltd, and the Chairman of Huizhou City Zhongkai TCL Zhi Rong Technology Small Loans Co., Ltd, the Chairman of Shenzhen Qianhai Commerce Payment Technology Co., Ltd, the Chairman of TCL Finance Holdings Group (Shenzhen) Co., Ltd, the Chairman of TCL Finance Technology (Shenzhen) Co., Ltd, the Chairman of TCL Finance Service (Shenzhen) Co., Ltd, the Chairman of TCL Business Factoring (Shenzhen) Co., Ltd. and a Director of Bank of Shanghai Co., Ltd.

Before joining TCL, Mr. HUANG served as Head of Credit Facilities Department of China Construction Bank, Guangdong Branch, Manager of Guotai Junan Securities Co. Ltd., Guangzhou Branch, and Senior Manager of Guangzhou Office of China Cinda Asset Management Co., Ltd. Mr. HUANG is a Senior Economist. He graduated from Hunan University (formerly known as Hunan College of Finance and Economics), and 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. 1,193,711 Shares of which 71,646 Shares were unvested restricted Shares and options to subscribe for 855,732 Shares;
2. 3,383,380 shares of TCL Corporation; and
3. 41,430 shares of Tonly Holdings of which 24,737 shares were unvested restricted shares and options to subscribe 136,883 shares of Tonly Holdings.

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 2020.

#### **4. MR. ROBERT MAARTEN WESTERHOF**

Aged 73, 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 digital hardware and software service provider with 22 factories worldwide, headquartered in the Netherlands. Mr. WESTERHOF also serves as the Chairman of the Supervisory Board of Sparta Beheer B.V., a leading soccer club based in Rotterdam, the Netherlands with a subsidiary in Hong Kong.



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 194,410 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 2020.

## DIRECTORS' EMOLUMENTS

The amounts of emoluments received in 2016 by the above Directors to be re-elected at the AGM are set out in the table below:

Directors	Fees (HK\$'000)	Salaries, allowances and benefits in kind (HK\$'000)	Discretionary performance related bonuses (HK\$'000)	Equity-settled share option benefits (HK\$'000)	Employee share-based compensation benefits under a restricted share award scheme (HK\$'000)	Pension scheme contributions (HK\$'000)	Total remuneration (HK\$'000)
BO Lianming	-	1,292	-	3,816	2,567	-	7,675
XU Fang	-	912	65	2,064	1,684	112	4,837
HUANG Xubin	-	-	417	124	-	-	541
Robert Maarten WESTERHOF	300	-	-	124	-	-	424

The emoluments to be received in 2017 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 rules 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 consists of the letters "TCL" in white, bold, sans-serif font, centered within a red rounded square.

### 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)

**NOTICE IS HEREBY GIVEN** that the annual general meeting of the Company (the "AGM") will be held at 8/F, Building 22E, 22 Science Park East Avenue, Hong Kong Science Park, Shatin, New Territories, Hong Kong on 23 May 2017, Tuesday, at 3:00 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 auditor of the Company ("Auditor") for the year ended 31 December 2016.
2. To re-appoint Messrs. Ernst & Young as the Auditor and authorise the board of Directors to fix the Auditor's remuneration.
3. To elect Mr. LIU Hong as a non-executive Director.
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 after the Relevant Period, in addition to any Shares which may be issued from time to

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## NOTICE OF ANNUAL GENERAL MEETING

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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 or (d) as any scrip dividend or similar arrangements pursuant to the articles of association of the Company, not exceeding twenty per cent of the total number of issued Shares of the Company as at the date of this resolution; and

- (b) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
  - i. the conclusion of the next annual general meeting of the Company;
  - ii. the expiration of the period within which the next annual general meeting of the Company is required by law or the articles of association of the Company to be held; and
  - iii. the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a 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 purchase Shares subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved, subject to the following conditions:
  - (a) such mandate shall not extend beyond the Relevant Period (as hereinafter defined);
  - (b) such mandate shall authorize the Directors to procure the Company to repurchase Shares at such price as the Directors may at their discretion determine;
  - (c) the Shares to be repurchased by the Company pursuant to this resolution during the Relevant Period shall be no more than ten per cent of the total number of issued Shares at the date of passing this resolution; and
  - (d) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
    - i. the conclusion of the next annual general meeting of the Company;

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## NOTICE OF ANNUAL GENERAL MEETING

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- ii. the expiration of the period within which the next annual general meeting of the Company is required by law or the articles of association of the Company to be held; and
  - iii. the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a 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.”

On behalf of the Board  
**LI Dongsheng**  
Chairman

Hong Kong, 19 April 2017

*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 member of the Company. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the AGM and any adjournment thereof should he so wish. In such event, his form of proxy will be deemed to have been revoked.
2. A form of proxy for the AGM is enclosed with the Company’s circular dated 19 April 2017. 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 certified copy of such power or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Trigor 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, i.e. 3:00 p.m. on 21 May 2017, or any adjournment thereof.
3. The register of members of the Company will be closed from 17 May 2017, Wednesday, to 23 May 2017, 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, Trigor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong no later than 4:30 p.m. on 16 May 2017, Tuesday.
4. With regard to resolution 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.
5. If there is a black rainstorm warning signal or a tropical cyclone warning signal number 8 or above in force at or after 12:00 noon on 23 May 2017 and/or the Hong Kong Observatory has announced at or before 12:00 noon on 23 May 2017 that either of the above mentioned warnings is to be issued within the next two hours, the AGM shall automatically be postponed to the next Business Day on which no black rainstorm warning signal or tropical cyclone warning signal number 8 or above is issued between the hours from 9:00 a.m. to 5:00 p.m. and in such case the AGM shall be held at 4:00 p.m. on that Business Day at 8th Floor, Building 22E, 22 Science Park East Avenue, Hong Kong Science Park, Shatin, New Territories, Hong Kong. “Business Day”, in this context, shall mean a day on which banks in Hong Kong are open to conduct business generally throughout their normal business hours and the Stock Exchange is open for trading, excluding Saturday, Sunday, public holidays and days on which a tropical cyclone warning number 8 or above or a black rainstorm warning signal is issued in Hong Kong at any time between 9:00 a.m. and 5:00 p.m. on weekdays.

*As at the date of this notice, the board of Directors comprises LI Dongsheng, BO Lianming, YAN Xiaolin and XU Fang as executive Directors, Albert Thomas DA ROSA, Junior, HUANG Xubin, Abulikemu ABULIMITI and LIU Hong as non-executive Directors, and Robert Maarten WESTERHOF, TSENG Shieng-chang Carter, SO Wai Man Raymond and WANG Yijiang as independent non-executive Directors.*