
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 advisor.

If you have sold or transferred all your Shares in TCL MULTIMEDIA TECHNOLOGY HOLDINGS LIMITED (the “Company”), 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) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL;
(2) REVISED EXPECTED TIMETABLE OF THE RIGHTS ISSUE;
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the EGM 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 25 January 2018, Thursday at 9:30 a.m. is set out on pages 7 to 8 of this circular.

Whether or not you are able to attend the EGM or any adjournment thereof (as the case may be) in person, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar of the Company, 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 EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

10 January 2018

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Announcement”	the announcement of the Company dated 9 January 2018 in relation to, among other things, the Increase in Authorised Share Capital
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Company”	TCL Multimedia Technology Holdings Limited, a 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)
“Controlling Shareholder”	T.C.L. Industries Holdings (H.K.) Limited, a company incorporated under the laws of Hong Kong with limited liability and a wholly-owned subsidiary of TCL Corporation
“Directors”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held at 8/F., Building 22E, 22 Science Park East Avenue, Hong Kong Science Park, Shatin, New Territories, Hong Kong on 25 January 2018, Thursday at 9:30 a.m., to consider, and if thought fit, approve the Increase in Authorised Share Capital
“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
“Increase in Authorised Share Capital”	the proposed increase in the authorised share capital of the Company from HK\$2,200,000,000 divided into 2,200,000,000 Shares to HK\$3,000,000,000 divided into 3,000,000,000 Shares by creating an additional 800,000,000 Shares
“Latest Practicable Date”	9 January 2018, 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

DEFINITIONS

“PRC”	The People’s Republic of China, and for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“Rights Issue”	the offer by way of the Rights Shares on the terms set out in the announcement of the Company dated 28 November 2017 and the prospectus, provisional allotment letter and excess application forms of the Company all dated 28 December 2017
“Rights Share(s)”	the new Share(s) proposed to be allotted and issued under the Rights Issue
“Share(s)”	ordinary share(s) of HK\$1.00 each in the share capital of the Company
“Shareholder(s)”	holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	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:

BO Lianming (*Chairman*)

WANG Cheng Kevin

YAN Xiaolin

WANG Yi Michael

Registered office:

P.O. Box 309

Ugland House

Grand Cayman

KY1-1104

Cayman Islands

Non-executive Directors:

Albert Thomas DA ROSA, Junior

HUANG Xubin

ZHANG Zhiwei

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

WANG Yijiang

LAU Siu Ki

10 January 2018

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL;
(2) REVISED EXPECTED TIMETABLE OF THE RIGHTS ISSUE;
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to, inter alia, provide you with details of (i) the proposed Increase in Authorised Share Capital; (ii) the revised expected timetable of the Rights Issue; and (iii) notice of the EGM.

LETTER FROM THE BOARD

INCREASE IN AUTHORISED SHARE CAPITAL

As at the Latest Practicable Date, the authorised share capital of the Company was HK\$2,200,000,000 divided into 2,200,000,000 Shares, of which 1,747,743,842 Shares have been allotted and issued as fully paid or credited as fully paid. Upon the Rights Issue becoming unconditional, the Company shall allot and issue 582,544,371 Rights Shares.

As stated in the Announcement, in order to facilitate the Rights Issue, to accommodate the future expansion and growth of the Group and to provide the Company with greater flexibility for future expansion in the share capital of the Company, the Company proposes that the authorised share capital of the Company be increased from HK\$2,200,000,000 divided into 2,200,000,000 Shares to HK\$3,000,000,000 divided into 3,000,000,000 Shares by the creation of 800,000,000 additional Shares, which will, upon issue and being fully paid, rank *pari passu* in all respects with the Shares in issue.

The Increase in Authorised Share Capital is conditional upon the passing of an ordinary resolution by the Shareholders at the EGM. The Controlling Shareholder and its associates, holding approximately 51.80% of the issued Shares of the Company as at the Latest Practicable Date, have indicated to the Company that they will vote in favour of the ordinary resolution at the EGM.

As at the Latest Practicable Date, the Company had no present intention to issue any part of the proposed increased authorised share capital of the Company other than the issue of the Shares upon (i) the proposed allotment and issue of the Rights Shares; and (ii) the exercise of the options granted and may be granted under the Share Option Schemes. Further announcement(s) will be made by the Company in accordance with the Listing Rules if it proposes to issue any further Shares in the future.

REVISED EXPECTED TIMETABLE OF THE RIGHTS ISSUE

To enable the Increase in Authorised Share Capital to take place prior to the completion of the Rights Issue, the Company and the Underwriter have agreed to revise the expected timetable of the Rights Issue as follows:

Latest time for payment for and acceptance of Rights Shares and the application and payment for the excess Rights Shares	4:00 p.m. 12 January 2018
Announcement of results of acceptance and excess application of the Rights Issue (<i>Note 2</i>)	18 January 2018
EGM	9:30 a.m. 25 January 2018
Latest Time for Termination	4:00 p.m. 25 January 2018
Rights Issue expected to become unconditional after (<i>Note 3</i>)	5:00 p.m. 25 January 2018
Despatch of refund cheques for wholly and partially unsuccessful excess applications on or before	26 January 2018
Share certificates for Rights Shares to be posted on or before	26 January 2018
First day of dealings in fully-paid Rights Shares	9:00 a.m. 29 January 2018

LETTER FROM THE BOARD

- Notes:* (1) All times and dates herein refer to Hong Kong local times and dates. Shareholders should note that the dates or deadlines specified in the expected timetable of the Rights Issue as set out above, and in other parts of the Prospectus, are indicative only and may be varied by agreement between the Company and the Underwriter. In the event any special circumstances arise, the Board may extend, or make adjustment to, the timetable if it considers appropriate. Any such extension or adjustment to the expected timetable will be published or notified to Shareholders and the Stock Exchange as and when appropriate.
- (2) The results announcement shall be subject to the passing of the ordinary resolution regarding the Increase in Authorised Share Capital at the EGM.
- (3) The Company shall publish a further announcement when the Rights Issue becomes unconditional.

EGM

The Company will convene the EGM at 8/F., Building 22E, 22 Science Park East Avenue, Hong Kong Science Park, Shatin, New Territories, Hong Kong on 25 January 2018, Thursday at 9:30 a.m., at which an ordinary resolution will be proposed for the purposes of considering and if thought fit, approving the Increase in Authorised Share Capital. The notice of the EGM is set out on pages 7 to 8 of this circular.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, none of the Shareholders has a material interest in the Increase in Authorised Share Capital and as such, none of the Shareholders will be required to abstain from voting at the EGM in respect of the ordinary resolution relating to the Increase in Authorised Share Capital.

A form of proxy for use at the EGM is enclosed. Whether or not you are able to attend the EGM in person, please complete the form of proxy in accordance with the instructions printed thereon and return the same to the Hong Kong branch share registrar of the Company, 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 EGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting at the EGM or any adjourned meeting should you so wish.

RECOMMENDATION

The Company is of the view that the Increase in Authorised Share Capital will facilitate the Rights Issue and provide additional flexibility to the Company for allotting and issuing new Shares in the future as and when appropriate, and is therefore in the interest of the Company and the Shareholders taken as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolution to be proposed at the EGM in relation to the Increase in Authorised Share Capital.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

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

On behalf of the Board

BO Lianming

Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING

The logo consists of the letters "TCL" in white, bold, sans-serif font, centered within a red square.

TCL MULTIMEDIA TECHNOLOGY HOLDINGS LIMITED

TCL 多媒體科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01070)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of TCL Multimedia Technology Holdings Limited (the “**Company**”) will be held at 8/F., Building 22E, 22 Science Park East Avenue, Hong Kong Science Park, Shatin, New Territories, Hong Kong, on 25 January 2018, Thursday, at 9:30 a.m., to consider and, if thought fit, pass the following ordinary resolution (with or without modifications):

ORDINARY RESOLUTION

1. “**THAT**

- (a) the authorised share capital of the Company be increased from HK\$2,200,000,000 divided into 2,200,000,000 shares of HK\$1.00 each (“**Share(s)**”) to HK\$3,000,000,000 divided into 3,000,000,000 Shares by the creation of an additional 800,000,000 new Shares (the “**Increase in Authorised Share Capital**”); and
- (b) any director of the Company be and is hereby authorised to take any step and execute such other documents as they consider necessary, desirable and expedient to carry out or give effect or otherwise in connection with the Increase in Authorised Share Capital or the transactions contemplated thereby.”

On behalf of the Board
BO Lianming
Chairman

Hong Kong, 10 January 2018

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. A member of the Company who is holder of two or more shares, and who is entitled to attend and vote at the meeting, is entitled to appoint more than one proxy to attend and vote on his/her behalf. A proxy need not be a member of the Company. Completion and return of the form of proxy will not preclude a member from attending the meeting and voting in person. In such event, his/her form of proxy will be deemed to have been revoked.
2. A form of proxy for the EGM is enclosed to the notice of the EGM. In order to be valid, the form of proxy together with the power of attorney, if any, under which it is signed, or a notarially certified copy of such power or authority must be lodged at the Company's Hong Kong branch share registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof.
3. To ascertain the entitlements to attend and vote at the EGM, members of the Company must lodge the relevant transfer document(s) and share certificate(s) at the Hong Kong branch share registrar of the Company, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on 24 January 2018, Wednesday for registration. Members of the Company whose names are recorded in the register of members of the Company on 24 January 2018 are entitled to attend and vote at the EGM.
4. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders, stand on the register in respect of the relevant joint holding.

As at the date of this notice, the Board comprises Mr. BO Lianming, Mr. WANG Cheng Kevin, Mr. YAN Xiaolin and Mr. WANG Yi Michael as executive directors, Mr. Albert Thomas DA ROSA, Junior, Mr. HUANG Xubin, Mr. ZHANG Zhiwei and Mr. LIU Hong as non-executive directors and Mr. Robert Maarten WESTERHOF, Dr. TSENG Shieng-chang Carter, Professor WANG Yijiang and Mr. Lau Siu Ki as independent non-executive directors.