



**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 OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of TCL Multimedia Technology Holdings Limited (the “Company”) will be held at Salon I & II, Mezzanine Level, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on 25 November 2008, Tuesday, at 4:30 p.m., to consider and, if thought fit, pass the following ordinary resolutions (with or without modifications):

**ORDINARY RESOLUTIONS**

1. **“THAT** the proposed annual caps for the three financial years ending 31 December 2011 in respect of the transactions under the TCL Trademark License Agreement (as defined in the circular of the Company dated 30 October 2008 (the “Circular”)) be and are hereby approved.”
2. **“THAT**
  - (a) the second supplemental agreement dated 9 October 2008 to the Master Overseas Supply Agreement (as defined in the Circular), the terms and the transactions thereunder (a copy of the second supplemental agreement has been produced to the meeting and marked “A” and initialed by the Chairman of the meeting for the purpose of identification) together with the relevant proposed annual caps in relation to such transactions for the three financial years ending 31 December 2011 as set out in the Circular (a copy of which has been produced to the meeting and marked “B” and initialed by the chairman of the meeting for the purpose of identification) be and are hereby approved, confirmed and ratified; and
  - (b) any director of the Company be and is hereby authorised to take such action, do such things and execute such further documents or deed, as such director may, in his opinion, deem necessary or desirable for the purpose of implementing or giving effect to the said second supplemental agreement or the transactions contemplated thereby.”

3. **“THAT**

- (a) the Master Sourcing (Renewal) Agreement (as defined in the Circular), the terms and the transactions thereunder (a copy of the agreement has been produced to the meeting and marked “C” and initialed by the chairman of the meeting for the purposes of identification), together with the relevant proposed annual caps in relation to such transactions for the three financial years ending 31 December 2011 as set out in the Circular be and are hereby approved, confirmed and ratified; and
- (b) any director of the Company be and is hereby authorized to take any step and execute such other documents as they consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the Master Sourcing (Renewal) Agreement or the transactions contemplated thereby.”

4. **“THAT**

- (a) the Master Supply (Renewal) Agreement (as defined in the Circular), the terms and the transactions thereunder (a copy of the agreement has been produced to the meeting and marked “D” and initialed by the chairman of the meeting for the purposes of identification), together with the relevant proposed annual caps in relation to such transactions for the three financial years ending 31 December 2011 as set out in the Circular be and are hereby approved, confirmed and ratified; and
- (b) any director of the Company be and is hereby authorized to take any step and execute such other documents as they consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the Master Supply (Renewal) Agreement or the transactions contemplated thereby.”

5. **“THAT**

- (a) the Deposit Services under the Financial Services Framework (Renewal) Agreement (as defined in the Circular), the terms and the transactions thereunder (a copy of the agreement has been produced to the meeting and marked “E” and initialed by the chairman of the meeting for the purposes of identification), together with the relevant proposed caps in relation to such transactions for the three financial years ending 31 December 2011 as set out in the Circular be and are hereby approved, confirmed and ratified; and

- (b) any director of the Company be and is hereby authorized to take any step and execute such other documents as they consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the Financial Services Framework (Renewal) Agreement or the transactions contemplated thereby.”

6. **“THAT**

- (a) the supplemental agreement dated 9 October 2008 to the Master Logistics Service Supply Agreement (as defined in the Circular), the terms and the transactions thereunder (a copy of the supplemental agreement has been produced to the meeting and marked “F” and initialed by the chairman of the meeting for the purpose of identification), together with the relevant proposed annual caps in relation to such transactions for the three financial years ending 31 December 2011 as set out in the Circular be and are hereby approved, confirmed and ratified; and
- (b) any director of the Company be and is hereby authorized to take any step and execute such other documents as they consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the supplemental agreement to the Master Logistics Service Supply Agreement or the transactions contemplated thereby.”

7. **“THAT**

- (a) the Master Subcontracting (Renewal) Agreement (as defined in the Circular), the terms and the transactions thereunder (a copy of the agreement has been produced to the meeting and marked “G” and initialed by the chairman of the meeting for the purpose of identification), together with the relevant proposed annual caps in relation to such transactions for the three financial years ending 31 December 2011 as set out in the Circular be and are hereby approved, confirmed and ratified; and
- (b) any director of the Company be and is hereby authorized to take any step and execute such other documents as they consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the Master Subcontracting (Renewal) Agreement or the transactions contemplated thereby.”

8. **“THAT**

- (a) the supplemental agreement dated 9 October 2008 to the Master Call Centre Services Supply Agreement (as defined in the Circular), the terms and the transactions thereunder (a copy of the agreement has been produced to the meeting and marked “H” and initialed by the chairman of the meeting for the purpose of identification), together with the relevant proposed annual caps in relation to such transactions for the three financial years ending 31 December 2011 as set out in the Circular be and are hereby approved, confirmed and ratified; and
- (b) any director of the Company be and is hereby authorized to take any step and execute such other documents as they consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the supplemental agreement to the Master Call Centre Services Supply Agreement or the transactions contemplated thereby.”

9. **“THAT**

- (a) the Loan and Charge Agreement (as defined in the Circular), the terms and the transactions thereunder (a copy of the agreement has been produced to the meeting and marked “I” and initialed by the chairman of the meeting for the purpose of identification), together with the relevant proposed annual caps in relation to such transactions for the three financial years ending 31 December 2010 as set out in the Circular be and are hereby approved, confirmed and ratified; and
- (b) any director of the Company be and is hereby authorized to take any step and execute such other documents as they consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the Loan and Charge Agreement or the transactions contemplated thereby.”

10. **“THAT**

- (a) the New Lease Framework (Tenant) Agreement (as defined in the Circular), the terms and the transactions thereunder (a copy of the agreement has been produced to the meeting and marked “J” and initialed by the chairman of the meeting for the purpose of identification), together with the relevant proposed annual caps in relation to such transactions for the three financial years ending 31 December 2011 as set out in the Circular be and are hereby approved, confirmed and ratified; and

- (b) any director of the Company be and is hereby authorized to take any step and execute such other documents as they consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the New Lease Framework (Tenant) Agreement or the transactions contemplated thereby.”

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

Hong Kong, 30 October 2008

*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 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof.
3. The register of members of the Company will be closed on 25 November 2008, for the purposes of determining the entitlements of the members of the Company to attend and vote at the meeting. No transfer of the shares of the Company may be registered on that day. In order to qualify for the aforesaid entitlements, all transfers must be lodged with the Company's Hong Kong branch share registrar, Tricor Tengis Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, by no later than 4:30 p.m. on 24 November 2008.
4. In accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), the above resolutions will be voted by way of poll; TCL Corporation and its associates (as defined in the Listing Rules) are required to abstain from voting in respect of all ordinary resolutions above.

*As at the date of this notice, the Board comprises Li Dongsheng, Leong Yue Wing, Yuan Bing, Shi Wanwen, Wang Kangping and Lu Zhongli as executive directors, Albert Thomas da Rosa, Junior as non-executive director and Tang Guliang, Robert Maarten Westerhof and Wu Shihong as independent non-executive directors.*