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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**  
**(3) REFRESHMENT OF THE 10% SHARE OPTION SCHEME MANDATE LIMIT**  
**(4) DECLARATION OF FINAL DIVIDEND**  
**(5) PROPOSED CHANGE OF COMPANY NAME**  
**AND**  
**(6) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting 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 2018, Wednesday at 10:00 a.m. is set out on pages 23 to 27 of this circular.

Shareholders of the Company should note that the meeting will be held as scheduled when amber or red rainstorm warning signal is in force. In the event that typhoon signal no. 8 (or above) or black rainstorm warning is hoisted on the day and before the time of the annual general meeting, shareholders of the Company should make their own decision as to whether they would attend the meeting under bad weather conditions bearing in mind their own situations and if they should choose to do so, they are advised to exercise care and caution.

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.

20 April 2018

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## DEFINITIONS

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

“2007 Share Option Scheme”	the share option scheme adopted by the Company on 15 February 2007 which has been terminated from 18 May 2016
“2016 Share Option Scheme”	the share option scheme adopted by the Company on 18 May 2016 (as may be amended from time to time)
“Adjustments”	the adjustments to the Share Options taking effect from 26 January 2018 pursuant to the Share Option Schemes as a result of the Rights Issue
“Adoption Date”	18 May 2016, being the adoption date of the 2016 Share Option Scheme
“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 2018, Wednesday at 10:00 a.m. for the purpose of considering and, if thought fit, approving the resolutions proposed in the AGM Notice
“AGM Notice”	the notice dated 20 April 2018 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)
“Change of Company Name”	the proposed change of the English name of the Company from “TCL Multimedia Technology Holdings Limited” to “TCL Electronics Holdings Limited” and the Chinese name of the Company from “TCL 多媒體科技控股有限公司” to “TCL 電子控股有限公司”
“Close Associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies Law”	the Companies Law, Cap.22 (Law of 1961) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“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)
“Core Connected Person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company

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## DEFINITIONS

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“General Mandate”	a general mandate to the Directors to allot and issue Shares not exceeding 20% of the total number of issued shares 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
“Latest Practicable Date”	16 April 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 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 not exceeding 10% of the total number of issued Shares of the Company as at the date of approval of the mandate
“Rights Issue”	the offer by way of rights of the rights shares by the Company to qualifying shareholders on the terms set out in announcement of the Company published on 28 November 2017 and in the prospectus of the Company dated 28 December 2017
“Share(s)”	ordinary share(s) of HK\$1.00 each in the capital of the Company
“Share Award Scheme”	the restricted share award scheme adopted by Company on 6 February 2008 (as amended or revised from time to time) comprising, as at the Latest Practicable Date, the trust for management and the trust for employees and others
“Share Option(s)”	any share option(s) granted or to be granted under the Share Option Schemes and all other share option scheme(s) of the Company
“Share Option Schemes”	2007 Share Option Scheme and 2016 Share Option Scheme

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## DEFINITIONS

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“Share Option Scheme Mandate Limit”	the maximum number of Shares which may be issued upon the exercise of all Share Options to be granted under the Share Option Schemes and all other share option scheme(s) 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 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 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 the Company
“%”	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:*

Mr. LI Dongsheng (*Chairman*)  
Mr. WANG Cheng Kevin  
Mr. YAN Xiaolin  
Mr. WANG Yi Michael

*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. ZHANG Zhiwei  
Mr. LIU Hong

*Principal Place of Business in Hong Kong:*

7th Floor, Building 22E  
22 Science Park East Avenue  
Hong Kong Science Park  
Shatin, N.T.  
Hong Kong

*Independent Non-executive Directors:*

Mr. Robert Maarten WESTERHOF  
Dr. TSENG Shieng-chang Carter  
Professor WANG Yijiang  
Mr. LAU Siu Ki

20 April 2018

*To the Shareholders,*

Dear Sir or Madam,

- (1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**  
**(2) ELECTION AND RE-ELECTION OF DIRECTORS**  
**(3) REFRESHMENT OF THE 10% SHARE OPTION SCHEME MANDATE LIMIT**  
**(4) DECLARATION OF FINAL DIVIDEND**  
**(5) PROPOSED CHANGE OF COMPANY NAME**  
**AND**  
**(6) NOTICE OF ANNUAL GENERAL MEETING**

**(I) 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:

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## LETTER FROM THE BOARD

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- (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 election and re-election of Directors;
- (e) the refreshment of the 10% Share Option Scheme Mandate Limit;
- (f) the declaration of final dividend; and
- (g) the proposed Change of Company Name.

### (II) VARIOUS MANDATES

On 23 May 2017, 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 number of issued Shares of the Company was 2,332,195,307 fully paid-up Shares. Subject to the passing of the proposed 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 466,439,061 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.

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## LETTER FROM THE BOARD

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Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that there were 2,332,195,307 fully paid-up Shares as at the Latest Practicable Date and no Shares will be allotted, 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 233,219,530 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.

### **(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.

### **(III) ELECTION AND RE-ELECTION OF DIRECTORS**

Reference is made to the announcement of the Company dated 2 March 2018 in relation to the appointment of Mr. LI Dongsheng by the Board as an executive Director of the Company to fill casual vacancy arising from the resignation of Mr. BO Lianming. 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. LI Dongsheng is subject to election by Shareholders at the AGM.

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 code on corporate governance 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.



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## LETTER FROM THE BOARD

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

<b>Name</b>	<b>Position</b>
(a) Mr. YAN Xiaolin	Executive Director
(b) Mr. Albert Thomas DA ROSA, Junior	Non-executive Director
(c) Dr. TSENG Shieng-chang Carter	Independent Non-executive Director
(d) Professor WANG Yijiang	Independent Non-executive Director

All of them, being eligible, will offer themselves for re-election at the AGM.

If re-elected at the AGM, Mr. Albert Thomas DA ROSA, Junior, Dr. TSENG Shieng-chang Carter and Professor WANG Yijiang will hold office until the conclusion of the annual general meeting of the Company of 2021.

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.

#### **(IV) REFRESHMENT OF THE 10% SHARE OPTION SCHEME MANDATE LIMIT**

Under the 2016 Share Option Scheme, the total number of Shares which may be issued upon the exercise of all Share Options to be granted under the 2016 Share Option Scheme and any other share option scheme(s) of the Company shall not exceed 10% of the number of issued Shares of the Company as at the Adoption Date, namely 173,627,254 Shares.

##### **Balance of Share Option Scheme Mandate Limit**

The 2016 Share Option Scheme is the only share option scheme of the Company in force as at the Adoption Date and up to the Latest Practicable Date.

Since the Adoption Date and up to the Latest Practicable Date, the Company has granted Share Options on 2 June 2016, 12 May 2017 and 23 January 2018 carrying rights to subscribe for respectively 15,107,220, 17,576,264 and 103,007,712 Shares (totalling 135,691,196 Shares) under the 2016 Share Option Scheme.

Immediately before completion of the Rights Issue and the Adjustments the balance of the Share Option Scheme Mandate Limit was 42,361,068 Shares (having taken into account of the Share Options granted under the 2016 Share Option Scheme which had lapsed before the completion of the Rights Issue and the Adjustments amounting to 4,425,010 Shares).

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## LETTER FROM THE BOARD

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Pursuant to the Adjustments, the number of Shares which may be issued upon the then outstanding Share Options granted under the 2016 Share Option Scheme exercised in full was adjusted upwards by 733,325 Shares. Hence, immediately after completion of the Rights Issue and the Adjustments, the balance of the Share Option Scheme Mandate Limit was 41,627,743 Shares.

The balance of the Share Option Scheme Mandate Limit at the Latest Practicable Date was 41,627,743 Shares (without taking into account of the Share Options granted under the 2016 Share Option Scheme which had lapsed after the completion of the Rights Issue and the Adjustments but on or before the Latest Practicable Date), representing approximately 1.78% of the total number of issued Shares as at the Latest Practicable Date.

Pursuant to Note (1) to Rule 17.03(3) of the Listing Rules and the rules of the 2016 Share Option Scheme, the Company may refresh the Share Option Scheme Mandate Limit by ordinary resolution of the Shareholders at general meeting provided that:

- (a) the Share Option Scheme Mandate Limit so refreshed shall not exceed 10% of the total number of issued Shares as at the date of the Shareholders' approval of the refreshment of the Share Option Scheme Mandate Limit;
- (b) Share Options previously granted under the Share Option Schemes 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 Share Option 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 Schemes 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 refreshment of the Share Option Scheme Mandate Limit is approved at the AGM, based on the 2,332,195,307 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 Share Options carrying rights to subscribe for up to a total of 233,219,530 Shares (representing 10% of the number of issued Shares as at the date of the AGM) under the 2016 Share Option Scheme and any other share option scheme of the Company (where applicable). Share Options previously granted under the Share Option Schemes (including those outstanding, cancelled or lapsed in accordance with the Share Option Schemes or exercised Share Options) will not be counted for the purpose of calculating the 10% refreshed Share Option Scheme Mandate Limit. Whilst as at the Latest Practicable Date the Board has no present intention to grant any further Share Options under the Share Option Scheme Mandate Limit before the upcoming AGM on 23 May 2018, the management will from time to time identify appropriate persons including but not limited to its employees and other persons which have or may have contribution to the Company and proposes to the Board to grant Share Options to reward and motivate them under the 2016 Share Option Scheme. In case the Board later resolves to grant Share Options before the upcoming AGM on 23 May 2018, the Company will make appropriate announcement pursuant to Chapter 17 of the Listing Rules and will in that announcement also set out the then balance of the existing Share Option Scheme Mandate Limit after such grant subject to the acceptance by the relevant grantees.

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## LETTER FROM THE BOARD

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Share Options granted under the Share Option Schemes carrying rights to subscribe for 246,096,426 Shares (after Adjustments) remained outstanding as at the Latest Practicable Date, representing approximately 10.55% of the number of issued Shares as at the Latest Practicable Date, which was the aggregate of the following Share Options:

- (a) Share Options granted under the 2007 Share Option Scheme carrying rights to subscribe for 120,514,885 Shares, after the Adjustments; and
- (b) Share Options granted under the 2016 Share Option Scheme carrying rights to subscribe for 125,581,541 Shares, after the Adjustments.

Assuming that the refreshment of the Share Option Scheme Mandate Limit will be approved, the number of Shares that may be issued under the Share Option Schemes will be in aggregate of 479,315,956 Shares, representing approximately 20.55% of the number of issued Shares at the Latest Practicable Date and is within the 30% limit of the total number of issued Shares from time to time as required under the 2016 Share Option Scheme.

### **Reasons for the refreshment of the Share Option Scheme Mandate Limit**

The purpose of the 2016 Share Option Scheme is to recognise and motivate the contribution of eligible participants, to provide incentives to them, to help the Company retaining eligible participants and recruiting additional employees and to provide them with a direct economic interest in attaining the long term business objectives of the Company. Given that the existing 10% Share Option Scheme Mandate Limit is nearly depleted and that the increase in the number of issued Shares of the Company after completion of the Rights Issue, the 2016 Share Option Scheme cannot continue to serve its intended purpose for the benefits of the Group and the Shareholders unless the Share Option Scheme Mandate Limit is “refreshed” in accordance with the rules of the 2016 Share Option Scheme. The Directors consider that refreshment of the Share Option Scheme Mandate Limit is in the interests of the Company and the Shareholders as a whole that eligible participants of the 2016 Share Option Scheme are granted rights to obtain equity holdings of the Company through the grant of Share Options under the 2016 Share Option Scheme. This will provide further incentive to the eligible participants to contribute to the success of the Group.

### **Conditions of the refreshment of the Share Option Scheme Mandate Limit**

To enable the Company to grant further Share Options to eligible participants, the Board proposes to seek the Shareholders’ approval to refresh the Share Option Scheme Mandate Limit at the AGM. The refreshment of the Share Option Scheme Mandate Limit is conditional upon:

- (a) the passing of the necessary resolution to approve the refreshment of the Share Option 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 number of 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 refreshed Share Option Scheme Mandate Limit.

No Shareholder is required to abstain from voting on the resolution for the refreshment of the Share Option Scheme Mandate Limit.

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## LETTER FROM THE BOARD

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### **Application for listing**

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 number of issued Shares as at the date of the AGM) which may be issued pursuant to exercise of Share Options to be granted under the refreshed Share Option Scheme Mandate Limit.

### **(V) PROPOSED CHANGE OF COMPANY NAME**

Reference is made to the announcements of the Company published on 28 November 2017 and 28 March 2018. As set out therein, the Board proposes to change the English name of the Company from “TCL Multimedia Technology Holdings Limited” to “TCL Electronics Holdings Limited” and the Chinese name of the Company from “TCL多媒體科技控股有限公司” to “TCL電子控股有限公司”.

### **Conditions for the proposed Change of Company Name**

The Change of Company Name will be subject to the passing of a special resolution by the Shareholders at the AGM to approve the Change of Company Name.

Subject to the satisfaction of the condition set out above, the Change of Company Name will take effect from the date of passing of the special resolution mentioned above. The Registrar of Companies of the Cayman Islands will issue a certificate of incorporation on change of name. The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong.

### **Reasons for proposed Change of Company Name**

As set out in section headed “BUSINESS OF THE GROUP – Vision and Strategies” in the announcement of the Company dated 28 November 2017, the Group’s vision is to become a leading integrated brand of consumer and household electronic products by strengthening our existing television businesses and progressively restructuring and diversifying into other product offerings to maximise its strengths. The Company intends to utilise the proceeds of the Rights Issue to support its key strategies which could be summarised as the following:

- (1) Enhance the Group’s leading position in television business through improving its manufacturing facilities, global distribution network and investments in research and development; and
- (2) Further diversify the Group’s business in areas of consumer and household electronic products through organic development and acquisition opportunities.

For such re-positioning, the Board proposes to rename the Company from TCL Multimedia Technology Holdings Limited to TCL Electronics Holdings Limited as a better reflection of its business expansion.

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## LETTER FROM THE BOARD

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### **Effect of Change of Company Name**

The Change of Company Name will not affect any rights of the holders of the securities of the Company or the Company's daily business operation and its financial position. The existing certificates of the securities in issue bearing the present name of the Company shall, after the Change of Company Name becomes effective, continue to be evidence of title to such securities and will continue to be valid for trading, settlement, registration and delivery purposes. There will be arrangement for exchange of the existing certificates of securities for new certificates bearing the new name of the Company. Once the Change of Company Name becomes effective, new certificates of securities of the Company will be issued only in the new name of the Company.

In addition, subject to the confirmation of the Stock Exchange, the stock short names of the Company will also be changed after the Change of Company Name becoming effective. Further announcement(s) will be made by the Company to inform the Shareholders of the effective date of the Change of Company Name and the change of stock short names in English and Chinese, and the arrangement for the trading and dealings in the Shares (including the date on which the Shares will be traded under the new name of the Company on the Stock Exchange).

### **(VI) ANNUAL GENERAL MEETING**

The AGM Notice is set out on pages 23 to 27 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.

### **(VII) FINAL DIVIDEND**

The Board has recommended the declaration of a final dividend of HK15.07 cents (HK\$0.1507) per Share for the year ended 31 December 2017. Subject to the fulfilment of the conditions set out in the paragraph headed "Conditions of the Payment of Final Dividend out of the share premium account" below, the final dividend is proposed to be paid out of the share premium account of the Company.

Under section 34(2) of the Companies Law, the share premium account may be applied by a company in paying dividends to members provided that no dividend may be paid to members out of the share premium account unless, immediately following the date on which the dividend is proposed to be paid, the company shall be able to pay its debts as they fall due in the ordinary course of business.

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## LETTER FROM THE BOARD

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As at 31 December 2017, based on the audited consolidated financial statements of the Group, the Company had an aggregate of HK\$4,611,230,000 standing to credit of its share premium account and HK\$738,936,000 standing to the credit of its capital reserve account. As the aforesaid capital reserve represents a premium arising on an issue of shares of the Company, the entire amount of HK\$738,936,000 standing to the credit of the capital reserve account of the Company will be transferred to the share premium account in compliance with the Articles and the laws of the Cayman Islands. Subject to compliance with certain requirements under the laws of the Cayman Islands, the share premium may be applied for payment of dividend by the Company. After transfer of the capital reserve as aforesaid, the amount which can be utilised for payment of dividend by the Company in future would be HK\$5,350,166,000. Following the transfer of the capital reserve as aforesaid and the payment of the proposed final dividend, there will be a remaining balance of approximately HK\$4,998,724,000 standing to the credit of the share premium account of the Company.

### **Conditions of the payment of the final dividend out of the share premium account**

The payment of the final dividend out of the share premium account is conditional upon, inter alia, the following being fulfilled:

- (a) the passing of an ordinary resolution by the Shareholders to approve the payment of the final dividend out of the share premium account; and
- (b) the Directors being satisfied that there are no reasonable grounds for believing that the Company is, and immediately after the final dividends are paid, will be unable to pay its liabilities as they become due in the ordinary course of business.

Subject to the fulfilment of the above conditions, it is expected that the final dividend will be payable on or about 15 June 2018, Friday.

**The conditions set out above cannot be waived. The final dividend will be paid only when all the conditions are satisfied.**

### **Reasons for and effect of the payment of the final dividend out of the share premium account**

After taking into account of a number of factors including cash flow and financial condition of the Company, the Board considers it appropriate and proposes that the final dividend out of the share premium account of the Company in accordance with Article 144(a) of the Articles and the Companies Law. The Board considers such arrangement to be in the interests of the Company and the Shareholders as a whole.

The Board believes that the payment of the final dividend will not have any material adverse effect on the underlying assets, business, operations or financial position of the Group and does not involve any reduction in the authorized or issued share capital of the Company or reduction in the nominal value of the Shares or result in any change in the trading arrangements in respect of the Shares.

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## LETTER FROM THE BOARD

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### **(VIII) RECORD DATE FOR AGM AND CLOSURE OF REGISTER OF MEMBERS**

To ascertain the entitlements to attend and vote at the AGM, 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 16 May 2018, Wednesday for registration. Members of the Company whose names are recorded in the register of members of the Company on 16 May 2018 are entitled to attend and vote at the AGM.

The record date for determining the entitlements of the Shareholders to the proposed final dividend is 28 May 2018, Monday. 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 28 May 2018, Monday. The Hong Kong register of members of the Company will be closed from 29 May 2018, Tuesday, to 30 May 2018, Wednesday (both dates inclusive), during which no transfer of the Shares may be registered.

### **(IX) 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.

### **(X) 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.

### **(XI) RESPONSIBILITY OF THE DIRECTORS**

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.

Yours faithfully,  
On behalf of the Board  
**LI Dongsheng**  
*Chairman*

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## **APPENDIX I      EXPLANATORY STATEMENT ON REPURCHASE OF SHARES**

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*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.*

### **(I)      SHARE CAPITAL**

As at the Latest Practicable Date, the number of issued Shares of the Company was 2,332,195,307 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 to the date of the AGM, the Directors would be allowed under the Repurchase Mandate to repurchase up to 233,219,530 Shares, representing 10% of the 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.

### **(II)      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.

### **(III)      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.



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## **APPENDIX I      EXPLANATORY STATEMENT ON REPURCHASE OF SHARES**

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On the basis of the combined net tangible assets of the Group as at 31 December 2017, 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 purchase period. Nevertheless, 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.

### **(IV) 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 2,332,195,307 to 2,098,975,777.

As at the Latest Practicable Date, TCL Corporation, through T.C.L. Industries Holdings (H.K.) Limited, its wholly owned subsidiary, held 1,224,181,639 Shares representing approximately 52.49% of the number of issued shares of the Company.

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 (through T.C.L. Industries Holdings (H.K.) Limited) would be increased from 52.49% to 58.32% 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.

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**APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE OF SHARES**

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**(V) SHARE PRICE**

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during the previous twelve months and up to the Latest Practicable date were as follows:

	Share Price	
	Highest (HK\$)	Lowest (HK\$)
<b>2017</b>		
March	4.450	3.550
April	4.330	3.830
May	3.980	3.660
June	3.900	3.580
July	4.100	3.560
August	4.010	3.640
September	3.770	3.430
October	4.320	3.600
November	5.060	4.000
December	4.191	3.720
<b>2018</b>		
January	4.450	3.620
February	3.760	3.390
March	3.820	3.480
April (up to the Latest Practicable Date)	3.810	3.530

**(VI) 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. Yet, pursuant to the rules of the Share Award Scheme, the trustee for the Share Award Scheme purchased from the market a total of 3,700,000 existing Shares, all for the Share Award Scheme during the six months preceding the Latest Practicable Date. The total amount paid to the trustee to acquire such existing Shares were approximately HK\$14,321,000.

**(VII) 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.

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## APPENDIX II DETAILS OF DIRECTORS STANDING FOR ELECTION AND RE-ELECTION

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

### **1. Mr. LI Dongsheng (“Mr. LI”)**

Mr. LI, aged 60, is an executive Director and the chairman of the Company. Mr. LI is the founder of the Company. He has been an executive director of the Company and the chairman of the Board since September 1999 (save for the period between 22 September 2017 and 1 March 2018). He is currently the chairman and chief executive officer of TCL Corporation (a joint stock company established in the People’s Republic of China, whose shares are listed on the Shenzhen Stock Exchange, securities code: 000100) and the ultimate controlling Shareholder of the Company). Mr. LI is also currently (i) the chairman and chief executive officer of TCL Communication Technology Holdings Limited (whose shares were listed on the Stock Exchange from September 2004 to September 2016 and its then stock code was 2618, and is a subsidiary of TCL Corporation, the ultimate controlling Shareholder of the Company); (ii) the chairman and the legal representative of Shenzhen China Star Optoelectronics Technology Co., Ltd. (a company established in the People’s Republic of China and a subsidiary of TCL Corporation); (iii) an independent non-executive director of Tencent Holdings Limited (whose shares are listed on the Stock Exchange, stock code: 700); (iv) a non-executive director of Fantasia Holdings Group Co., Limited (whose shares are listed on the Stock Exchange, stock code: 1777); and (v) an independent director of Legrand (whose shares are listed on NYSE Euronext, securities code: Euronext: LR).

In 1982, Mr. LI graduated from South China University of Technology. He was awarded the “National Model Worker” and the “May 1st Labor Medal”. He was elected as a delegate to China’s 16th Party Congress, and served as a representative of the 10th, 11th, 12th and 13th National People’s Congress. Mr. LI currently holds a number of prestigious positions as vice chairman of All-China Federation of Industry & Commerce, vice chairman of China Chamber of International Commerce, chairman of China Video Industry Association, chairman of Guangdong Provincial Enterprise Confederation and Guangdong Provincial Association of Entrepreneurs and chairman of Shenzhen Flat Panel Display Industry Association and etc. He was awarded “China’s Economic Person of the Year” in 2002 and 2004 respectively. Mr. LI was named “2004 Asia Businessman of the Year” by Fortune magazine and “2004 Top 25 Global Business Leaders” by Time magazine and CNN. He received OFFICIER DE LA LEGION D’HONNEUR (French national honor) in 2004. In 2009, he was named “China’s Economic Person of the Year – Business Leaders of the Decade” by CCTelevision. In 2013, Mr. LI was selected as one of the “Best CEOs of Listed Companies in China” by Forbes magazine.

As at the Latest Practicable Date, Mr. LI is interested or is deemed to be interested in the Company as follows:

- (a) 57,314,692 Shares;
- (b) Share Options entitling to subscribe 5,944,759 Shares; and

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## APPENDIX II DETAILS OF DIRECTORS STANDING FOR ELECTION AND RE-ELECTION

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- (c) 872,950 unvested restricted shares of the Company granted under the Share Award Scheme.

A service contract has been entered into between Mr. LI and the Company. The appointment of Mr. LI shall be subject to the approval by the Shareholders 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.

### 2. Mr. YAN Xiaolin (“Mr. YAN”)

Aged 51, an executive Director and a member of the Strategy Committee of the Company. Mr. YAN is currently the chief technology officer (“CTO”), a member of Executive Committee and senior vice president of TCL Corporation, the president of TCL Corporate Research of TCL Corporation, the director of Shenzhen China Star Optoelectronics Technology Co., Ltd., the chairman of Guangdong Juhua Printing Display Technology Co., Ltd., the chairman of Guangdong Hua Rui Optronics Material Co., Ltd., vice chairman of Amlogic Semiconductor (Shanghai) Co. Ltd. and the director of US Kateeva Corporation. Mr. YAN joined TCL Corporation in May 2001. From May 2001 to December 2004, he served as the project manager, director of Research Institute and deputy general manager of the Research & Development Centre of the Company. From December 2004 to October 2005, he was the CTO of Components Strategic Business Unit of TCL Corporation and the deputy principal and acting principal of TCL Corporate Research. From October 2005 to the present, he is the president of TCL Corporate Research of TCL Corporation. From May 2008 to November 2012, Mr. YAN was the vice president of TCL Corporation. Mr. YAN is also a member of the National Advisory Committee on New Materials Industry, a member of the national expert group for planning of “New Materials Research and Development and Application Key Project”, the leader of the expert group of New Display Key Project of the “12th Five-Year” Plan of the Ministry of Science and Technology of the PRC, the expert of planning group for Implementation Plan of Key Project on Strategic Advanced Electronic Materials of the National “13th Five-Year” Plan, a committee member of the Electrical Technology Committee of the Ministry of Industry and Information Technology of the PRC, chairman (Asia) of Society For Information Display, a director of the Display Technology Committee of the Chinese Vacuum Society. Mr. YAN graduated from the Institute of Plasma Physics of Chinese Academy of Science with a Doctoral Degree in July 1999. From July 1999 to May 2001, he worked as a postdoctoral fellow in the Chinese Academy of Science. Mr. YAN is currently a Professor-level Senior Engineer and a Concurrent Professor in the Department of Information Engineering, Peking University. Mr. YAN awarded the special allowance from the State Council of the PRC, the National Middle-aged and Young Expert with Outstanding Contributions in the National “Hundred, Thousand and Ten Thousand Talent Project”, Outstanding Leader for Technology and Innovation in Special Support for High-level Talent Program by Organization Department of the CPC Central Committee, the Leader of the Innovative Team in Key Sector of Innovative Talent Promotion Program supported by the Ministry of Science and Technology’s, Guangdong Province’s Guangdong Hundred Talent, the Labour Model of Guangdong Province and the Outstanding National Leader of Shenzhen. In addition, Mr. YAN completed 12 national projects as a person-in-charge, formulated one set of International Electrotechnical Commission international standard and two sets of national standard as a group leader, as well as registered 32 patents of his inventions as the chief inventor, two of which were awarded the Gold Award and Outstanding Award of the PRC National Patent Award respectively.

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## APPENDIX II DETAILS OF DIRECTORS STANDING FOR ELECTION AND RE-ELECTION

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Mr. YAN has entered into a service contract with the Company.

As at the Latest Practicable Date, Mr. YAN is interested or is deemed to be interested in the Company as follows:

- (a) 88,868 Shares;
- (b) Share Options entitling to subscribe 1,431,932 Shares; and
- (c) 65,964 unvested restricted shares of the Company granted under the Share Award Scheme.

### 3. Mr. Albert Thomas DA ROSA, Junior (“Mr. DA ROSA”)

Aged 64, is a non-executive Director of the Company. Mr. DA ROSA has been a director of the Company since November 1999. Mr. DA ROSA holds both Bachelor’s and Master’s Law Degrees from The University of Hong Kong. He qualified as a solicitor in Hong Kong in 1980. He is currently a practicing solicitor and a partner of Messrs. Cheung Tong & Rosa Solicitors, Hong Kong. Mr. DA ROSA is a fellow of The Chartered Institute of Arbitrators and The Hong Kong Institute of Directors, a member of the Hong Kong Securities and Investment Institute and an accredited mediator with certain institutions in the U.K. and Hong Kong. Mr. DA ROSA is an independent non-executive director of HKC (Holdings) Limited, and the company secretary of Y.T. Realty Group Limited and Yugang International Limited, all of which are companies listed on the Stock Exchange. Mr. DA ROSA serves as the chairman of the Board of Review (Inland Revenue Ordinance) Panel and as a member of the Standing Committee on Standards and Development of The Law Society of Hong Kong. He served as the chairman of the Appeal Tribunal (Buildings) Panel from 2012 to 2017, a member of the Hong Kong Society of Registered Financial Planners and the Solicitors Disciplinary Tribunal Panel from 1998 to 2014 as a member, deputy tribunal convenor and ultimately the tribunal convenor. He also served as a member of the Academic and Accreditation Advisory Committee of the Securities and Futures Commission of Hong Kong from 2003 to 2009.

Mr. DA ROSA had been a non-executive director of Innovative International (Holdings) Limited (“Innovative”, with the then stock code: 0729), a company incorporated in Bermuda and listed on the Stock Exchange, until his retirement at the conclusion of its annual general meeting held on 3 September 2001. Innovative was then an investment holding company and its subsidiaries were principally engaged in the design, manufacturing and marketing of antennae and car-related consumer products as well as strategic development and investment. Innovative entered into a debt restructuring agreement in July 2001 for an amount of debt of approximately HK\$660 million. Receivers and managers of all the properties and assets of Innovative were appointed in October 2001 pursuant to the terms of composite guarantee and debenture granted to its secured creditors. Thereafter, Innovative entered into schemes of arrangement for restructuring in both Hong Kong and Bermuda. The restructuring was completed on 20 December 2002.

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## APPENDIX II DETAILS OF DIRECTORS STANDING FOR ELECTION AND RE-ELECTION

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Mr. DA ROSA has not entered into any service contract with the Company.

As at the Latest Practicable Date, Mr. DA ROSA is interested or is deemed to be interested in the Company as follows:

- (a) 63,333 Shares;
- (b) Share Options entitling to subscribe 315,907 Shares; and
- (c) 44,778 unvested restricted shares of the Company granted under the Share Award Scheme.

If re-elected at the AGM, Mr. DA ROSA will hold office until the conclusion of the annual general meeting of the Company of 2021.

#### **4. Dr. TSENG Shieng-chang Carter (“Dr. TSENG”)**

Aged 69, is an independent non-executive Director, the chairman of the Remuneration Committee, and a member of the Audit Committee and the Nomination Committee of the Company. Dr. TSENG served as an independent non-executive Director of TCL Corporation from 20 June 2008 to 20 June 2011. Dr. TSENG is currently a senior consultant of the Shenzhen Municipal Government, senior consultant of Tianjin Economic-Technological Development Area and the executive chairman of “Nankai International Business Forum”. Dr. TSENG also serves as adjunct professor at a number of renowned universities over the globe including the University of Alberta (Canada), the City University of Hong Kong, the Nankai University in Tianjin, the Sichuan University and the University of Electronic Science and Technology of China in Chengdu. Dr. TSENG is also a member of the U.S.-based “Committee of 100”. Dr. TSENG holds a Bachelor of Science in Electrical Engineering from the National Taiwan University, he then pursued further studies at the University of California where he received his Master and Doctoral degrees in Computer Science and Electronics Engineering. Dr. TSENG has over 38 years of experience in the high-tech industry. While in the U.S., Dr. TSENG worked at PARC (XEROX Research Center) in Silicon Valley and various U.S. based companies including Lockheed Aircraft Co. and NRL. Dr. TSENG then returned to Taiwan in 1980, and was a Co-Founder of MICROTEK which was listed in 1988 – the world class leader in the Image Scanner industry, one of the first and most successful listed high-tech companies based in Taiwan Hsinchu Science Park. Dr. TSENG has also drawn on his rich experience to coaching and mentoring executives and managers in the high-tech arena. In 1998, Dr. TSENG set up the “Little Dragon Foundation” with a mission to guide entrepreneurs of tomorrow, which has served many large corporations in the PRC. Dr. TSENG also serves as the overseas director of Canada National Institute of Nano-Technology and a director of China National Academy of NanoTechnology & Engineering.

Dr. TSENG has not entered into any service contract with the Company.

As at the Latest Practicable Date, Dr. TSENG has no interest in the Company.

If re-elected at the AGM, Dr. TSENG will hold office until the conclusion of the annual general meeting of the Company of 2021.

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## APPENDIX II DETAILS OF DIRECTORS STANDING FOR ELECTION AND RE-ELECTION

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### 5. Professor WANG Yijiang (“Professor WANG”)

Aged 64, is an independent non-executive Director, the chairman of the Nomination Committee, and a member of the Audit Committee and the Remuneration Committee of the Company. He is currently the Professor of Economics and Human Resource Management and an Academic Associate Dean at Cheung Kong Graduate School of Business and a senior fellow at the National Center of Economic Research, Tsinghua University. He is currently also an independent director of Shenzhen ZQGame Co., Ltd. (stock code: 300052) which is a company listed on Shenzhen Stock Exchange; a non-executive director of Zhejiang Red Dragonfly Footwear Co., Ltd. (stock code: 603116), which is a company listed on Shanghai Stock Exchange; an independent non-executive director of Zhuhai Holdings Investment Group Limited (stock code: 908), which is a company listed on the Stock Exchange; and an independent director of Bank of Sanxiang.

He served as a consultant of World Bank, a senior researcher of Chinese Economy Research Institute in Business and Management School of Tsinghua University and vice president of the Chinese Economists Society of North America. He was also a Professor Emeritus of Human Resource Management at the Carlson School of Management of University of Minnesota, a research fellow at the William Davidson Institute of Transition Economics at the University of Michigan, an independent director of Beijing Huatu Hongyang Education Culture Corp., Ltd. (stock code: 830858), which is a company listed on NEEQ and an external director of XCMG Construction Machinery Co., Ltd. (stock code: 000425), which is a company listed on Shenzhen Stock Exchange.

His research areas cover human resource management, labour and personnel economics, comparative international management systems, economics of transition and emerging markets and economics of organisation, and his research findings have been frequently quoted. Professor WANG graduated from the Peking University with a Bachelor’s degree in Economics and a Master’s degree in International Economics in 1982 and 1985 respectively. He then pursued further studies and obtained a Master’s degree and a Doctor of Philosophy degree in Economics at the Harvard University in 1989 and 1991 respectively

Professor WANG has entered into a service contract with the Company.

As at the Latest Practicable Date, Professor WANG is interested or is deemed to be interested in the Company as follows:

- (a) Share Options entitling to subscribe 242,260 Shares; and
- (b) 44,778 unvested restricted shares of the Company granted under the Share Award Scheme.

If re-elected at the AGM, Professor WANG will hold office until the conclusion of the annual general meeting of the Company of 2021.

## APPENDIX II DETAILS OF DIRECTORS STANDING FOR ELECTION AND RE-ELECTION

### DIRECTORS' EMOLUMENTS

The amounts of emoluments received in 2017 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)	Employee share option benefits (HK\$'000)	Pension scheme contributions (HK\$'000)	Total remuneration (HK\$'000)
Mr. LI Dongsheng	-	471	-	544	22	1,037
Mr. YAN Xiaolin	-	-	411	246	-	657
Mr. Albert Thomas DA ROSA, Junior	225	-	-	49	-	274
Dr. TSENG Shieng-chang Carter (Note 1)	-	-	-	-	-	-
Professor WANG Yijiang	300	-(Note 2)	-	86	-	386

The emoluments to be received in 2018 by the above Directors to be elected or 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.

*Notes:*

1. Dr. TSENG Shieng-chang Carter agreed to waive his remuneration as director for the year ended 31 December 2017 of HK\$300,000 and such remuneration will be donated by the Company for charity use.
2. Professor WANG Yijiang's salaries, allowance and benefits in kind are covered by his service contract with the Company.

### 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 Securities and Futures Ordinance 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.



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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

*(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 10:00 a.m. on 23 May 2018, Wednesday at 8/F, Building 22E, 22 Science Park East Avenue, Hong Kong Science Park, Shatin, New Territories, Hong Kong, 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 2017.
2. To declare a final dividend of HK15.07 cents (HK\$0.1507) per ordinary share of the Company to be paid out of share premium account of the Company to the shareholders of the Company ("Shareholders") whose names appear on the register of members of the Company on 28 May 2018, Monday.
3. To re-appoint Messrs. Ernst & Young as the Auditors and authorise the board of Directors to fix their remuneration.
4. To elect Mr. LI Dongsheng as an executive Director.
5.
  - (a) To re-elect Mr. YAN Xiaolin as an executive Director.
  - (b) To re-elect Mr. Albert Thomas DA ROSA, Junior as a non-executive Director.
  - (c) To re-elect Dr. TSENG Shieng-chang Carter as an independent non-executive Director.
  - (d) To re-elect Professor WANG Yijiang as an independent non-executive Director.
6. To authorise the board of Directors to fix the Directors' remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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### 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 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 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).”

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## NOTICE OF ANNUAL GENERAL MEETING

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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;
  - (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 ten per cent of the Shares in issue 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;
    - 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 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 (“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 18 May 2016 (“2016 Share Option Scheme”), the existing scheme mandate limit in respect of granting of options to subscribe for Shares under the 2016 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 2016 Share Option Scheme (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the 2016 Share Option Scheme) shall not exceed 10% of the number of issued Shares of the Company 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 2016 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.”

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## NOTICE OF ANNUAL GENERAL MEETING

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### SPECIAL RESOLUTION

To consider and, if thought fit, to pass the following resolution (with or without modification) as a special resolution:

11. **“THAT**

- (a) the English name of the Company be changed from “TCL Multimedia Technology Holdings Limited” to “TCL Electronics Holdings Limited” and the Chinese name of the Company be changed from “TCL 多媒體科技控股有限公司” to “TCL 電子控股有限公司”(collectively, the “Change of Company Name”); and
- (b) the Directors, acting collectively and individually, be and are hereby authorised, for and on behalf of the Company, to do all such acts and things and to sign, execute, seal (where required) and deliver all such documents and to take all such steps as the Directors in their discretion may consider necessary, appropriate, desirable or expedient to give effect to or to implement the Change of Company Name.”

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

Hong Kong, 20 April 2018

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## NOTICE OF ANNUAL GENERAL MEETING

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*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 authorized 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 20 April 2018. 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. To ascertain the entitlements to attend and vote at the AGM, 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 16 May 2018, Wednesday for registration. Members of the Company whose names are recorded in the register of members of the Company on 16 May 2018 are entitled to attend and vote at the AGM.

The record date for determining the entitlements of the Shareholders to the proposed final dividend is 28 May 2018, Monday. 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 28 May 2018, Monday. The Hong Kong register of members of the Company will be closed from 29 May 2018, Tuesday, to 30 May 2018, Wednesday (both dates inclusive), during which no transfer of the Shares may be registered.

4. Where there are joint registered holders of any Share, any one of such persons may vote at any meeting, either personally 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.
5. 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.
6. Shareholders of the Company should note that the meeting will be held as scheduled when amber or red rainstorm warning signal is in force. In the event that typhoon signal no. 8 (or above) or black rainstorm warning is hoisted on the day and before the time of the AGM, shareholders of the Company should make their own decision as to whether they would attend the meeting under bad weather conditions bearing in mind their own situations and if they should choose to do so, they are advised to exercise care and caution.

*As at the date of this notice, the Board comprises Mr. LI Dongsheng, 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.*