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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 COMMUNICATION 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 COMMUNICATION TECHNOLOGY HOLDINGS LIMITED
TCL 通訊科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 02618)

CIRCULAR ON
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, REFRESHMENT OF THE 10% SHARE OPTION SCHEME LIMIT, ELECTION OR RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of TCL Communication Technology Holdings Limited to be held at Salon III & IV, Mezzanine Level, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on 10 May 2010, Monday at 4:30 p.m. is set out on pages 18 to 21 of this circular.

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 Investor Services Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, 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.

9 April 2010

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DEFINITIONS

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

"AGM"	the annual general meeting of the Company to be held at Salon III & IV, Mezzanine Level, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on 10 May 2010, Monday at 4:30 p.m. for the purpose of considering and, if thought fit, approving the resolutions proposed in the AGM Notice
"AGM Notice"	the notice dated 9 April 2010 for convening the AGM and included herein
"Articles"	the articles of association of the Company as amended from time to time
"Associate(s)"	has the meaning ascribed to it under the Listing Rules
"Board"	the board of Directors (including non-executive Directors and independent non-executive Directors)
"Company"	TCL Communication Technology Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 02618)
"Connected Person(s)"	has the meaning ascribed to it under the Listing Rules
"Director(s)"	the director(s) of the Company
"General Mandate"	a general mandate to the Directors to allot and issue Shares with an aggregate nominal value not exceeding 20 per cent. of the aggregate nominal value of the share capital of the Company in issue 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"	6 April 2010, 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 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 with an aggregate nominal value not exceeding 10 per cent. of the aggregate nominal value of the share capital of the Company in issue as at the date of approval of the mandate
"Scheme Mandate Limit"	the maximum number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme and all other share option scheme(s) of the Company as refreshed pursuant to Shareholders' approval obtained on 6 February 2006 and 30 May 2007
"Share(s)"	ordinary share(s) of HK$1.00 each in the capital of the Company
"Share Options"	the share options granted under the Share Option Scheme
"Share Option Scheme"	the share option scheme adopted by the Company on 13 September 2004 conferring the holders thereof rights to subscribe the Shares in accordance with the said scheme
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeover Code"	The Hong Kong Codes on Takeovers and Mergers
"TCL Corporation"	TCL集團股份有限公司 (TCL Corporation), a joint stock company established under the laws of the PRC, the ultimate controlling shareholder of TCL Multimedia and the Company, the shares of which are listed on the Shenzhen stock exchange
"TCL Multimedia"	TCL Multimedia Technology Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 01070)

TCL COMMUNICATION TECHNOLOGY HOLDINGS LIMITED
TCL 通訊科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 02618)

Executive Directors:
Li Dongsheng
Guo Aiping

Non-Executive Directors:
Bo Lianming
Huang Xubin
Xu Fang
Yang Xinping, Charles

Independent Non-executive Directors:
Lau Siu Ki
Shi Cuiming
Liu Chung Laung

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal Place of Business in Hong Kong:
Room 1502, Tower 6
China Hong Kong City
33 Canton Road
Tsimshatsui, Kowloon
Hong Kong

9 April 2010

To the Shareholders

Dear Sir or Madam,

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, REFRESHMENT OF THE 10% SHARE OPTION SCHEME LIMIT, ELECTION OR RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information regarding the following proposals to be put forward at the AGM for the Shareholder's consideration and, if thought fit, approval of:

(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 refreshment of the 10% share option scheme limit; and

(e) the election or re-election of Directors.

2. VARIOUS MANDATES

On 12 May 2009, 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 General Mandate, if granted, will allow the Directors to issue and allot further Shares prevailing up to 20 per cent. of the issued share capital of the Company as at the date of passing the relevant resolution.

As at the Latest Practicable Date, the issued share capital of the Company was 1,080,033,380 fully paid-up Shares. Subject to the passing of the resolution granting the General Mandate and on the basis that no further Shares are allotted and issued or repurchased after 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 216,006,676 Shares. There is however 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 issued share capital of the Company as at the date of passing the relevant resolution.

Subject to the passing of the proposed resolution granting the Repurchase Mandate to the Directors, and on the basis that there were 1,080,033,380 fully paid-up Shares as at the Latest Practicable Date and no Shares are issued or repurchased by the Company between the Latest Practicable Date and the date of AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 108,003,338 Shares.

An explanatory statement to provide Shareholders with all the information reasonably necessary for them to make an informed decision in relation to this proposed resolution as required by the Listing Rules concerning the regulation of repurchases by companies of their own securities on the Stock Exchange is set out in the Appendix I to this circular.

(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 earlier 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 general meeting.

3. REFRESHMENT OF THE 10% SHARE OPTION SCHEME LIMIT

The Share Option Scheme was adopted by the Company on 13 September 2004. Apart from the Share Option Scheme, the Company has no other share option scheme currently in force.

Pursuant to the Share Option Scheme, the maximum number of Shares which may be issued upon exercise of all Share Options to be granted under the Share Option Scheme and any other share option scheme(s) of the Company, shall not exceed 10% of the total number of Shares in issue as at the date of adoption of the Share Option Scheme, namely 282,750,000 Shares. Such mandate was subsequently refreshed by two ordinary resolutions of the Shareholders duly passed at the extraordinary general meetings of the Company held on 6 February 2006 and 30 May 2007, the Directors were authorized to grant options to subscribe for 296,887,500 Shares and 594,527,805 Shares, all representing 10% of the total issued share capital of the Company as at the date of passing of the respective resolutions.

The Company may refresh again the Scheme Mandate Limit by ordinary resolution of the Shareholders at general meeting provided that:

(a) the Scheme Mandate Limit so refreshed shall not exceed 10% of the total number of Shares in issue as at the date of the Shareholders' approval of the refreshment of the Scheme Mandate Limit;

(b) share options previously granted under the Share Option Scheme 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 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 Scheme 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.

As at the Latest Practicable Date, after taking into account the adjustments due to (i) the rights issue of 357,811,935 rights shares on the basis of one rights share for every two existing shares effective on 4 January 2010 and (ii) the share consolidation effective on 23 January 2009, Share Options carrying rights to subscribe for 75,070,277 Shares (representing about 84.18% of the maximum number of Shares allowed to be issued under the Scheme Mandate Limit and about 6.95% of the issued share capital of the Company as at the Latest Practicable Date) have been granted, among which 56,217,900 Share Options are outstanding. Share Options for subscription of 16,342,002 Shares have been cancelled or lapsed up to the Latest Practicable Date.

If the further refreshment of the Scheme Mandate Limit is approved at the AGM, based on the 1,080,033,380 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 options carrying rights to subscribe for up to a total of 108,003,338 Shares under the Share Option Scheme (representing 10% of the issued share capital of the Company as at the date of the AGM).

As at the Latest Practicable Date, the cumulative total number of Shares which may be issued upon exercise of all outstanding Share Options were 84,801,327 Shares, representing approximately 7.85% of the Shares in issue as at the Latest Practicable Date. Assuming that the refreshment of the Scheme Mandate Limit will be approved the number of Shares that may be issued under the Share Options Scheme will be in aggregate of 192,804,665 Shares, representing approximately 17.85% of the Shares in issue at the Latest Practicable Date and is within the 30% limit in issue from time to time as required under the Share Option Scheme.

The Board considers that further refreshment of the Scheme Mandate Limit is in the interests of the Company and its Shareholders as a whole as it can allow the Company to be more flexible in providing incentives or rewards to eligible participants for their contribution to the Group and/ or enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group. The granting of Share Options to the employees of the Group will not affect the Group's cash flow but will help the Company to retain and/or recruits employees and to provide them with a direct economic interest in attaining the long term business objectives of the Company. To enable the Company to grant further Share Options to the Group's employees, the Board proposes to seek the Shareholders' approval to further refresh the Scheme Mandate Limit at the AGM.

The further refreshment of the Scheme Mandate Limit is conditional upon:

(a) the passing of the necessary resolution to approve the further refreshment of the 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 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 further refreshed Scheme Mandate Limit.

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 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 further refreshed Scheme Mandate Limit.

4. ELECTION OR RE-ELECTION OF DIRECTORS

Mr. Guo Aiping and Ms. Xu Fang, who were appointed by the Board as executive Director and non-executive Director respectively both effective from 15 July 2009, will be subject to election by Shareholders at the AGM.

In accordance with Article 87 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.

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

	Name	**Position**
(a)	Mr. Lau Siu Ki	Independent Non-executive Director
(b)	Mr. Shi Cuiming	Independent Non-executive Director
(c)	Mr. Liu Chung Laung	Independent Non-executive Director

Mr. Lau Siu Ki, Mr. Shi Cuiming and Mr. Liu Chung Laung will only hold office until the conclusion of the AGM even if they are not to retire by rotation. All of them, being eligible, will offer themselves for re-election at the AGM.

If re-elected at the AGM, Mr. Lau Siu Ki, Mr. Shi Cuiming and Mr. Liu Chung Laung will hold office until the conclusion of the next annual general meeting of the Company.

Further, the following Directors will hold office until the conclusion of the AGM:

	Name	**Position**
(a)	Mr. Huang Xubin	Non-executive Director
(b)	Mr. Bo Lianming	Non-executive Director
(c)	Mr. Yang Xinping, Charles	Non-executive Director

Mr. Huang Xubin, Mr. Bo Lianming and Mr. Yang Xinping, Charles, being eligible, will offer themselves for re-election at the AGM.

If re-elected at the AGM, Mr. Huang Xubin, Mr. Bo Lianming and Mr. Yang Xinping, Charles will hold office until the conclusion of the next annual general meeting of the Company.

If elected or re-elected, 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.

5. ANNUAL GENERAL MEETING

The AGM Notice is set out on pages 18 to 21 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 Investor Services Limited, 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, 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.

6. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Thursday, 6 May 2010 to Monday, 10 May 2010 (both dates inclusive), for the purposes of determining the entitlements of the Shareholders to attend and vote at the AGM. No transfer of the Shares may be registered during the said period. In order to qualify for the aforesaid entitlements, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, by no later than 4:30 p.m. on Wednesday, 5 May 2010.

7. 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.

8. RECOMMENDATION

The Board believes that the resolutions proposed in 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.

9. RESPONSIBILITY OF THE DIRECTORS

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

Yours faithfully,
By order of the Board
Li Dongsheng
Chairman

This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolutions to be proposed at the AGM in relation to the new Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company was 1,080,033,380 fully paid-up Shares.

Subject to the passing of the resolution granting the new Repurchase Mandate and on the basis that no further Shares are allotted and issued or repurchased after the Latest Practicable Date and up to the date of the AGM, exercise in full of the Repurchase Mandate could result in up to 108,003,338 Shares (representing 10% of the issued share capital of the Company as at the Latest Practicable Date) being repurchased by the Company during the course of the period from the date of resolution granting the Repurchase Mandate until the earlier 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 general meeting.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and its Shareholders 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.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose from distributable profit or funds from a new issue in accordance with its memorandum and articles of association and the laws of the Cayman Islands.

That is to say, any repurchase of Shares may be purchased out of capital paid up on the repurchased Shares or the profits of the Company which would otherwise be available for dividend and, in the case of any premium payable on such repurchase, out of profits of the Company which would otherwise be available for dividend or from the Company's share premium account or its contributed surplus account.

On the basis of the combined net tangible assets of the Group as at 31 December 2009, and taking into account the current working capital position of the Group, the Directors consider that no material adverse effect on the working capital and gearing position of the Group may result in the event that the Repurchase Mandate was to be exercised in full at any time during the proposed purchase period. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. EFFECT ON THE TAKEOVER CODE

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 the Takeover 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 Takeover Code.

Assuming that no further Shares are allotted and issued or repurchased after the Latest Practicable Date and up to the date of the AGM, on exercise in full of the Repurchase Mandate, the number of issued Shares will decrease from 1,080,033,380 to 972,030,042.

As at the Latest Practicable Date, TCL Corporation, through T.C.L. Industries Holdings (H.K.) Limited, its wholly-owned subsidiary, held 500,521,544 Shares representing approximately 46.34% of the issued Share capital of the Company. Mr. Li Dongsheng and Mr. Bo Lianming held 27,126,120 Shares and 65,700 Shares respectively, representing 2.51% and 0.006% respectively of the issued Share capital of the Company as at the Latest Practicable Date. Mr. Li Dongsheng and Mr. Bo Lianming being directors of TCL Corporation are presumed to be acting in concert with TCL Corporation for the purpose of the Takeover Code and their collective shareholding with TCL Corporation amounts to 48.86%.

The decrease of issued Shares resulted from the full exercise of the Repurchase Mandate will cause the percentage shareholding of TCL Corporation to increase to approximately 51.49% (hence making the collective shareholdings of TCL Corporation, Mr. Li and Mr. Bo be increased to 54.29% of the issued Share capital of the Company). In the event of such increase, T.C.L. Industries Holdings (H.K.) Limited or together with parties acting in concert with it may be obliged to make a mandatory offer under Rule 26 of the Takeover Code as the aggregate percentage of its shareholding would increase by more than 2% of the voting rights of the Company. Save as above, the Directors are not aware of any consequences which may arise under the Takeover Code as a result of any repurchases made under the Repurchase Mandate. The Board currently has no intention to exercise the Repurchase Mandate to the extent which will trigger a mandatory offer under Rule 26 of the Takeover Code.

The Company has no intention to exercise the Repurchase Mandate to the effect that it will result in the public float to fall below 25% or such other minimum percentage prescribed by the Listing Rules from time to time.

5. SHARE PRICE

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during the previous twelve months are as follows:

	Shares	
	Highest	**Lowest**
	(HK$)	*(HK$)*
2009		
March	0.767	0.607
April	0.800	0.623
May	0.807	0.673
June	0.900	0.787
July	1.127	0.787
August	1.093	0.887
September	0.987	0.900
October	1.227	0.953
November	2.200	1.100
December	2.800	1.630
2010		
January	2.540	1.500
February	2.500	1.780
March	4.520	2.330
April (up to the Latest Practicable Date)	4.050	3.850

6. REPURCHASE OF SHARES

No purchase of Shares were made by the Company in the previous six months ended on the Latest Practicable Date, whether on the Stock Exchange or otherwise.

7. GENERAL

None of the Directors, and to the best of their knowledge having made all reasonable enquiries, nor any 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 Connected Person has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

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

1. MR. GUO AIPING

Mr. Guo Aiping, aged 47, is currently an Executive Director of the Company. Mr. Guo Aiping graduated from Stanford University with a Doctor's degree in Management Science and Engineering. He holds positions as the Chief Executive Officer of the Company and the Vice President of TCL Corporation effective from January 2010. He has extensive experience in overall management of multinational company, strategic planning and development, and merger and acquisition in the worldwide wireless industry. Mr. Guo joined the Group in July 2001 and he was appointed successively as the Chief Operation Officer, Vice President, Senior Vice President and President.

Prior to joining the Group, Mr. Guo held positions as Manager in SB Global, Project Coordinator in IBM, Senior Business Consultant in Arthur Andersen and Chief Technology Officer in Zhaodaola Internet Company.

Mr. Guo holds 3,770,248 Shares and options to subscribe for 4,632,203 Shares.

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

2. MS. XU FANG

Ms. Xu Fang, aged 47, is currently a Non-executive Director of the Company, an Executive Director of TCL Multimedia and a member of the remuneration committee thereof. Ms. Xu Fang joined TCL Institute of Training of TCL Corporation as the Dean in February 2004, and she became the Deputy Dean of TCL Institute of Leadership Development in February 2006 and the Dean in April 2007. Ms. Xu has been the Human Resources Director and General Manager of the Human Resources Management Centre of TCL Corporation since September 2007. She is also a part-time lecturer at Shenzhen Graduate School of Peking University, a distinguished professor at Shantou University and a distinguished research fellow at Sun Yat-Sen University. Ms. Xu obtained a Bachelor's degree in English Linguistics from Nanjing Normal University, and a Master's degree in Business Administration from New York Institute of Technology.

Ms. Xu holds option to subscribe for 104,528 Shares and options to subscribe for 147,210 shares in TCL Multimedia. She is deemed to have 20,000 shares of TCL Corporation which are held by her spouse.

Ms. Xu has not entered into any service contract with the Company.

3. MR. LAU SIU KI

Mr. Lau Siu Ki, aged 51, is currently an Independent Non-executive Director of the Company. Mr. Lau Siu Ki joined the Company in April 2004 and save for his directorship in the Company, and he did not hold any directorship in any member of the Group. Mr. Lau is a fellow member of both the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants

("ACCA"). He has over 25 years of experience in corporate finance, financial advisory and management, accounting and auditing and had worked for an international accounting firm for over 15 years. Mr. Lau is a member of the ACCA Council and a member of the Executive Committee of the Hong Kong branch of ACCA, and a past president of the Hong Kong branch of ACCA. He is also a consultant in the financial advisory field and an independent non-executive director of Carry Wealth Holdings Limited, COL Capital Limited, Comba Telecom Systems Holdings Limited, Greenfield Chemical Holdings Limited, Foxconn International Holdings Limited, Proview International Holdings Limited, Samson Holding Limited, Embry Holdings Limited and Binhai Investment Company Limited, all being companies listed on the Stock Exchange. Mr. Lau has also been an independent non-executive director of Forefront International Holdings Limited, a listed company on the Stock Exchange, until his resignation in April 2007.

Mr. Lau holds options to subscribe for 144,177 Shares.

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

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

4. MR. SHI CUIMING

Mr. Shi Cuiming, aged 70, is currently an Independent Non-executive Director of the Company. Mr. Shi Cuiming joined the Company in April 2004 and save for his directorship in the Company, he did not hold any directorship in any member of the Group. He graduated in 1963 from the Department of Management Engineering at the Beijing University of Posts and Telecommunications. From 1981 to 1987, Mr. Shi served as a Deputy Director of the Department of Postal Economic Research and as a Deputy Director General of the Bureau of Finance of the Ministry of Posts and Telecommunications. From 1987 to 1997, he was a Director General of the Bureau of Finance, Director General of the Department of Operations and Finance and Director General of the Department of Finance of the Ministry of Posts and Telecommunications. Mr. Shi was previously the Chairman of the Board of Directors and the Chief Executive Officer of China Mobile (Hong Kong) Limited, and an Executive Director and Executive Vice President of China Unicom Limited, both companies with their shares listed on the Main Board of the Stock Exchange and the New York Stock Exchange. He used to be the Chairman of CITIC 1616 Holdings Limited, and is currently the Senior Consultant of that company. Mr. Shi is also an Independent Non-executive Director of China GreenTech Corporation Limited, a company with its shares listed on the NASDAQ Exchange.

Mr. Shi holds options to subscribe for 41,857 Shares.

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

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

5. MR. LIU CHUNG LAUNG

Mr. Liu Chung Laung, aged 76, is currently an Independent Non-executive Director of the Company, graduated in 1956 from National Cheng Kung University with a B.Sc. degree in Electrical Engineering. He also holds S.M. and Sc. D. degrees in Electrical Engineering from the Massachusetts Institute of Technology. Mr. Liu has been engaged in teaching and research in the field of Electrical Engineering for a long period of time. He is now an Honorary Chair Professor of National Tsing Hua University in Hsinchu, Taiwan.

Mr. Liu is also an Independent Non-executive Director of United Microelectronics Corporation, Mototech Inc., Anpec Electronics Corporation and an Independent Supervisor of MediaTek Incorporation, all being companies whose shares listed on Taiwan Stock Exchange. Mr. Liu is an Independent Non-executive Director of Powerchip Semiconductor Corp. as well, a company with its shares listed on the Taiwan GreTai Securities Market and the Luxembourg Stock Exchange. He was also a director of Optimax Technology Corporation, a company listed on Taiwan Stock Exchange, and previously an Independent Non-executive Director of Macronix International Co., Ltd, a company with its shares listed on Taiwan Stock Exchange.

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

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

6. MR. HUANG XUBIN

Mr. Huang Xubin, aged 45, is currently a Non-executive Director of the Company. He is also a member of the audit committee of TCL Multimedia. Mr. Huang joined TCL Corporation in March 2001 and served as the Assistance of Vice President of TCL Corporation. In May 2002, he served as the General Manager of the Financial Settlement Centre of TCL Corporation. He became the Chief Economist of TCL Corporation in June 2004, Director and General Manager of TCL Finance Co. Ltd. in October 2006 and has been a member of the Executive Committee of TCL Corporation since July 2007. Mr. Huang has been the Vice President of TCL Corporation since April 2008, and concurrently been the Financial Director of TCL Corporation since June 2008. Before joining TCL Corporation, Mr. Huang served as the Head of Credit Facilities Department of China Construction Bank, Guangdong Branch and the Senior Manager of the representative office of China Cinda Asset Management Corporation in Guangzhou. Mr. Huang graduated from Hunan College of Finance and Economics, majoring in Finance, and obtained a Master's degree in Economy at Research Institute for Fiscal Science, Ministry of Finance, PRC.

Mr. Huang holds options to subscribe for 535,841 Shares. He also holds options to subscribe for 295,229 shares in TCL Multimedia.

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

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

7. MR. BO LIANMING

Mr. Bo Lianming, aged 47, is currently a Non-executive Director of the Company, an Executive Director and Chief Operating Officer of TCL Corporation and the Chairman of TCL Home Appliances Business Group. Mr. Bo Lianming held a number of management positions including Vice President and Financial Director of TCL IT Industrial Group, Vice president of TCL Components Strategic Business Unit, and Executive Vice President of TTE Corporation, as well as Human Resources Director, Vice President and Senior Vice President of TCL Corporation. He has over 10 years of experience in the consumer electronics products industry. Before joining TCL Corporation in 2000, he was the Chief Accountant of Shenzhen Airlines. Mr. Bo holds a Doctor's degree in Business Management from Xi'an Jiaotong University.

Mr. Bo holds 65,700 Shares and options to subscribe for 824,632 Shares.

He holds 534,894 shares of TCL Corporation. In respect of his interests in TCL Multimedia, he holds 1,807 shares and options to subscribe for 340,357 of its shares.

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

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

8. MR. YANG XINPING, CHARLES

Mr. Yang, aged 49, is currently a Non-executive Director of the Company. He obtained a Bachelor's degree in 1982 and a Master's degree in 1985, both in Engineering from Xi'an Jiaotong University. He obtained a Master's Degree in 1987 and Doctor's Degree in 1989 from the University of California, Los Angeles (UCLA). He joined TCL Corporation as the Vice President and the Company as President in charge of TCL brand business in January 2009, and served the Company as Chief Executive Officer from April 2009 to January 2010. He is also the Chief Executive Officer of Nature Information Science and Technology LTD. (Shanghai) in which the Group owns a 35.48% equity interest. Before joining the Group, he established Dopod Communication Corporation in 2001 and served as the Chief Executive Officer and President between 2001 and 2006 and the Honorary Chairman between 2006 and 2008.

Mr. Yang holds 1,750,000 Shares.

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

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

DIRECTORS' EMOLUMENTS

The amounts of emoluments received in 2009 by the above Directors to be elected or re-elected at the AGM are set out in the table below:

Directors	Fees *(HK$'000)*	Salaries, allowances and benefits in kind *(HK$'000)*	Employee share option benefits *(HK$'000)*	Pension scheme contributions *(HK$'000)*	Total remuneration *(HK$'000)*
Mr. Guo Aiping	60	1,358	129	26	1,573
Ms. Xu Fang	55	–	10	–	65
Mr. Lau Siu Ki	180	–	–	–	180
Mr. Shi Cuiming	180	–	–	–	180
Mr. Liu Chung Laung	180	–	–	–	180
Mr. Huang Xubin	120	–	37	–	157
Mr. Bo Lianming	120	–	76	–	196
Mr. Yang Xinping, Charles	97	1,558	758	–	2,413

The emoluments to be received in 2010 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.

OTHER INFORMATION

If elected or 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 of the Company under the Articles, the laws of the Cayman Islands and the Listing Rules. Save as disclosed herein, the above Directors do not at present, and in the past three years did not, hold any directorship in any listed public company do not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance, do not have 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 nor are/were the above Directors to be elected or 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)(v) 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.

TCL COMMUNICATION TECHNOLOGY HOLDINGS LIMITED
TCL通訊科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 02618)

NOTICE IS HEREBY GIVEN that the annual general meeting of the Company (the "AGM") will be held at Salon III & IV, Mezzanine Level, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on 10 May 2010, Monday at 4:30 p.m. for the purpose of transacting the following business:

ORDINARY BUSINESS

1. To receive and adopt the consolidated audited 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 2009.

2. To re-appoint Messrs. Ernst & Young as the Auditors and authorize the board of Directors of the Company to fix their remuneration.

3. To declare a final dividend of HK$3.5 cents per ordinary share of the Company which is paid out of the share premium account of the Company.

4. To elect the newly appointed Directors.

5. To re-elect the retiring Directors.

6. To re-elect the Directors who hold office until the conclusion of the AGM.

7. To authorize the board of Directors to fix the Directors' remuneration.

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions (with or without modification) as ordinary resolutions:

8. "**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 issued share capital 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 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)."

9. "**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."

10. "**THAT**, subject to the availability of unissued share capital and conditional upon the resolutions nos. 8 and 9 above being passed, the number of Shares which are repurchased by the Company pursuant to and in accordance with resolution no. 9 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. 8 above."

11. "**THAT** conditional upon the 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 13 September 2004 (the "Share Option Scheme"), the existing scheme mandate limit in respect of the granting of options to subscribe for Shares under the 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 Share Option Scheme (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme) shall not exceed 10% of the Shares in issue 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 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."

By order of the Board
Li Dongsheng
Chairman

Hong Kong, 9 April 2010

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 need 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 9 April 2010. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the 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 Investor Services Limited at 26/F., Tesbury Centre, 28 Queen's Road Central, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.

3. The Hong Kong branch register of members of the Company will be closed on from Thursday, 6 May 2010 to Monday, 10 May 2010 (both dates inclusive), for the purposes of determining the entitlements of the members of the Company to attend and vote at the AGM. No transfers of Shares may be registered during the said period. In order to qualify for the aforesaid entitlements, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Wednesday, 5 May 2010.

4. With regard to resolutions nos. 8 and 10 above, the Directors wish to state that they have no immediate plans to issue any new Shares of the Company pursuant to the general mandate granted under resolution no. 8 above.

As at the date of this notice, the board of Directors comprises Mr. Li Dongsheng and Mr. Guo Aiping, being the executive Directors, Mr. Bo Lianming, Mr. Huang Xubin, Ms. Xu Fang and Mr. Yang Xinping, Charles, being the non-executive Directors, and Mr. Lau Siu Ki, Mr. Shi Cuiming and Mr. Liu Chung Laung, being the independent non-executive Directors.