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TPV

TPV TECHNOLOGY LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 903)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of shareholders (the “**SGM**”) of TPV Technology Limited (the “**Company**”) will be held at Unit 1208–16, 12/F, C-BONS International Center, 108 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong on Wednesday, 22 February 2012 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

- (1) “**THAT** subject to and conditional upon the passing of Resolution numbered 2 below:
- (a) the acquisition by MMD, the Company’s wholly-owned subsidiary, of a 70% equity interest in JVCo from Philips pursuant to the terms and conditions of the Sale and Purchase Agreement (a copy of which has been produced to the Meeting and marked “A” and signed by the Chairman of the Meeting for the purpose of identification) and as further described in the circular dated 23 December 2011 to Shareholders (a copy of which has been produced to the Meeting and marked “B” and signed by the Chairman of the Meeting for the purpose of identification (the “**Circular**”)) in consideration of the Deferred Purchase Price be and is hereby approved, confirmed and ratified;
 - (b) the grant of the Philips Put Options pursuant to the terms and conditions of the Shareholders Agreement (a copy of which has been produced to the Meeting and marked “C” and signed by the Chairman of the Meeting for the purpose of identification) and as further described in the Circular be and is hereby approved and confirmed; and
 - (c) the Directors acting together or by committee, or any Director acting individually, be and is/are hereby authorised to do all such acts and things (including, without limitation, signing, execution (under hand or under seal), perfection and delivery of all documents) on behalf of the Company as he or they may, in his/their absolute discretion, consider necessary, desirable or expedient for the purposes of, or in connection with, the Acquisition, the grant of the Philips Put Options and any other documents relating thereto or contemplated thereby (in each case amended if necessary) and to make or agree such alterations, amendments and additions thereto as the Director(s) may, in his/their absolute discretion, consider necessary, desirable or expedient in the interests of the Company.”

- (2) “**THAT** subject to and conditional upon the passing of Resolution numbered 1 above:
- (a) the Continuing Connected Transactions to be entered into between JVCo (and/or its associates) and Philips (and/or its associates) at Completion (details of which are contained in the sections entitled “(IV) Licensing of Philips Trademarks and Philips Secondary Trademarks for the Philips Contributed Business”, “(V) Entering into of the Intellectual Property Agreement”, “(VI) Entering into of the Auxiliary Agreements” and “(VII) Entering into of the Reversed Auxiliary Agreements” on pages 52 to 79 of the Circular) be and are hereby approved and confirmed AND the fixing of the respective Annual Caps of the Continuing Connected Transactions as disclosed in the Circular be and is hereby approved and confirmed; and
 - (b) the Directors acting together or by committee, or any Director acting individually, be and is/are hereby authorised to do all such acts and things (including, without limitation, signing, execution (under hand or under seal), perfection and delivery of all documents) on behalf of the Company as he or they may, in his/their absolute discretion, consider necessary, desirable or expedient for the purposes of, or in connection with, the performance and implementation of the Continuing Connected Transactions and any other documents relating thereto or contemplated thereby (in each case amended if necessary) and to make or agree such alterations, amendments and additions thereto as the Director(s) may, in his/their absolute discretion, consider necessary, desirable or expedient in the interests of the Company.”

On behalf of the Board
Dr. Hsuan, Jason
Chairman and Chief Executive Officer

Hong Kong, 23 December 2011

Principal office in Hong Kong:
Unit 1208–16, 12/F,
C-BONS International Center,
108 Wai Yip Street,
Kwun Tong, Kowloon,
Hong Kong

Notes:

1. Any shareholder of the Company entitled to attend and vote at the meetings of the Company or a meeting of the holders of any class of shares in the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
2. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjournment thereof.
3. If you are a shareholder whose name appears on the register of members kept at Computershare Hong Kong Investor Services Limited, you should deposit the proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof at (i) Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, or (ii) the Company's principal office in Hong Kong at Unit 1208-16, 12/F, C-BONS International Center, 108 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong. To be valid, this should be done not less than 48 hours before the time appointed for holding the meeting or adjourned meeting or poll (as the case may be).
4. If you are a shareholder whose name appears on the Company's records of members kept at Boardroom Corporate & Advisory Services Pte. Ltd., you should deposit the proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof at (i) Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, Singapore Land Tower #32-01, Singapore 048623, or (ii) the Company's principal office in Hong Kong at Unit 1208-16, 12/F, C-BONS International Center, 108 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong. To be valid, this should be done not less than 48 hours before the time appointed for holding the meeting or adjourned meeting or poll (as the case may be).
5. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint registered holders be present at the meeting personally or by proxy, then the registered holder so present whose name stands first on the Company's register of members in respect of such share will alone be entitled to vote in respect thereof.
6. The votes for approving the above resolutions will be taken by poll.
7. Capitalised terms used in this notice have the same meanings as are set out in the section entitled "Definitions" on pages 1 to 17 of the Circular.

As at the date of this notice, the Board of the Company comprises one executive director, namely Dr. Hsuan, Jason; and nine non-executive directors, namely Mr. Liu Liehong, Mr. Lu Ming, Ms. Wu Qun, Mr. Xu Haihe, Mr. Du Heping, Mr. Tam Man Chi, Mr. Robert Theodoor Smits, Mr. Junichi Kodama and Mr. Chen Yen-Sung; and three independent non-executive directors, namely Mr. Chan Boon Teong, Dr. Ku Chia-Tai and Mr. Wong Chi Keung.