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TPV

TPV TECHNOLOGY LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 903)

NOTICE OF THE SGM

NOTICE IS HEREBY GIVEN that a special general meeting of shareholders (the “SGM”) of TPV Technology Limited (the “Company”) will be held at Units 1208–16, 12th Floor, C-Bons International Center, 108 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong on Friday, 9 May 2014 at 10:00 a.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 30% equity interest in TP Vision from Philips pursuant to the terms and conditions of the 30% 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 15 April 2014 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 30% of the New Deferred Purchase Price be and is hereby approved, confirmed and ratified; 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 Proposed Acquisition, 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 amendment of certain terms of the First Sale and Purchase Agreement pursuant to the supplemental agreement dated 25 March 2014 between the Company, MMD, TP Vision and Philips (the “Supplemental SPA”, 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, confirmed and ratified;
 - (b) the amendment of certain terms of the Trademark License Agreement pursuant to the supplemental agreement dated 25 March 2014 between Philips and TP Vision (the “Supplemental TMLA”, a copy of which has been produced to the Meeting and marked “D” 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, confirmed and ratified; 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 Supplemental SPA and the Supplemental TMLA, 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, 15 April 2014

Principal office in Hong Kong:
Units 1208–16, 12th Floor
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 enclosed 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 Units 1208–16, 12th

Floor, 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 enclosed 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, #32-01 Singapore Land Tower, Singapore 048623, or (ii) the Company's principal office in Hong Kong at Units 1208–16, 12th Floor, 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 7 of this Circular.

As at the date of this notice, the Board of the Company comprises one executive director, namely Dr. Hsuan, Jason, and five non-executive directors, namely Mr. Liu Liehong, Ms. Wu Qun, Mr. Du Heping, Dr. Li Jun and Mr. Hideki Noda, and three independent non-executive directors, namely Mr. Chan Boon Teong, Dr. Ku Chia-Tai and Mr. Wong Chi Keung.