



**TCL INTERNATIONAL HOLDINGS LIMITED**

**TCL 國際控股有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of the Company will be held at Level 7, Kennedy Room, Conrad International, Pacific Place, 88 Queensway, Hong Kong on 21 January 2002 at 2:30 p.m. for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed as ordinary resolutions:

**ORDINARY RESOLUTIONS**

1. **``THAT** the conditional sale and purchase agreement dated 20 December 2001 (the ``S&P Agreement", a copy of which has been produced to this Meeting marked ``A" and signed by the Chairman of this Meeting for the purpose of identification and the details of which are set out in the announcement of the Company dated 21 December 2001) entered into between Jasper Ace Limited as the vendor, TCL Holdings (BVI) Limited, a wholly-owned subsidiary of the Company, as the purchaser and Mr. Wong Toe Yeung as the guarantor in connection with the acquisition by TCL Holdings (BVI) Limited of a 10% equity interest in 惠州 TCL 移動通信有限公司 (Huizhou TCL Mobile Communication Co., Ltd.) at a total cash consideration of RMB300 million (approximately HK\$282.7 million), and the transactions contemplated under the S&P Agreement, be and they are hereby approved, confirmed, and ratified and any director of the Company be and is hereby authorized to take such action, do such things and execute such further documents or deeds as such director may, in his opinion, deem necessary or desirable for the purpose of implementing the S&P Agreement."

2. **``THAT** the sales and purchases of goods as contemplated under the master supply agreement dated 20 December 2001 (the ``Supply Agreement", details of which are set out in the announcement of the Company dated 21 December 2001) entered into by 惠州 TCL 移動通信有限

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公司 (Huizhou TCL Mobile Communication Co., Ltd.) and TCL Overseas Holdings Limited, a wholly-owned subsidiary of the Company, including, but not limited to, the aggregate value for the transactions under the Supply Agreement of up to HK\$100 million for the year ending 31 December 2004, be and are hereby approved and any director of the Company be and is hereby authorized to take such action, do such things and execute such further documents or deeds as such director may, in his opinion, deem necessary or desirable for the purpose of implementing the Supply Agreement."

By Order of the Board  
**Li Dong Sheng**  
Chairman

Hong Kong, 21 December 2001

*\* For identification only*

## Notes:

- (1) A member who is holder of two or more shares, and who is entitled to attend and vote at the Meeting is entitled to appoint more than one proxy to attend and vote 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 from attending the Meeting and voting in person. In such event, his form of proxy will be deemed to have been revoked.
- (2) In order to be valid, the form of proxy together with the power of attorney, if any, under which it is signed, or a notarially certified copy of such power or authority must be deposited at the principal place of business of the Company in Hong Kong at 13/F., TCL Tower, 8 Tai Chung Road, Tsuen Wan, New Territories, Hong Kong not less than 48 hours before the time for holding the Meeting or any adjournment thereof.
- (3) In accordance with Chapter 14 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules"). TCL Holdings Corporation Ltd., Mr. Wong Toe Yeung and their respective associates (as defined in the Listing Rules) will, if they hold shares in the Company, abstain from voting on the above resolutions.
- (4) A form of proxy for the Meeting will be sent to shareholders together with the circular to be issued by the Company in connection with the aforesaid agreements as soon as possible.

***Please also refer to the published version of this announcement in the (South China Morning Post)***