



TCL INTERNATIONAL HOLDINGS LIMITED

TCL 國際控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(the ``Company'')

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Company will be held at Caine Room, Level 7, Conrad International, 88 Queensway, Hong Kong on 10 June 2002 (Monday) at 2:30 p.m. (the ``Meeting'') for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as ordinary resolution:

ORDINARY RESOLUTION

``THAT:

(a) the variation deed (the ``Variation Deed'', the draft of which has been produced to the Meeting marked ``A" and signed by the Chairman of the Meeting for the purpose of identification and the details of which are set out in the announcement of the Company dated 9 May 2002) to be entered into between Guangdong TCL Group Co. Ltd. (``TCL Holdings''), T.C.L. Industries Holdings (H.K.) Limited (``TCL Industries'') and the Company pursuant to which, and subject to the terms and conditions set out therein, the terms of the deed of non-competition executed by TCL Holdings and TCL Industries in favour of the Company on 15 November 1999 (``Non-competition Deed'') will be varied such that TCL Holdings and TCL Industries may engage in certain activities which were originally restricted under the Non-competition Deed be and is hereby approved;

(b) the directors of the Company be and are hereby authorized for and on behalf of the Company to execute, deliver and perfect the Variation Deed and to take all such actions, do all such things and execute all such further documents or deeds as they may, in their opinion, deem necessary or

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desirable to give effect the Variation Deed; and

(c) the directors of the Company be and are hereby authorised to make and agree to such variations of a non-material nature in the terms of the draft Variation Deed as produced to the Meeting as they may in their discretion consider to be desirable and in the interest of the Company."

By Order of the Board
Li Dong Sheng
Chairman

Hong Kong, 14 May 2002

** 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) A form of proxy for use at 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.

(4) In accordance with Chapter 14 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules"). Guangdong TCL Group Co. Ltd. and T.C.L. Industries Holdings (H.K.) Limited 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.

(5) Documents including, among others, copy of the draft Variation Deed and Non-competition Deed will be available for inspection during normal business hours at the head office and principal place of business of the Company in Hong Kong at 13th Floor, TCL Tower, 8 Tai Chung Road, Tsuen Wan, New Territories, Hong Kong from 27 May 2002 to 10 June 2002 (both days inclusive).

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Please also refer to the published version of this announcement in the (Hong Kong iMail)