



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, Hennessy Room, Conrad International, Pacific Place, 88 Queensway, Hong Kong on 31 October 2002 (Thursday) 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 (the “S&P Agreement”) dated 26 September 2002 entered into between Mate Fair Group 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 13.8% equity interest in 惠州TCL移動通信有限公司 (Huizhou TCL Mobile Communication Company Limited) at a total cash consideration of RMB811,440,000 million (equivalent to HK\$764,860,025), a copy of the S&P Agreement 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 circular of the Company dated 16 October 2002, and the transactions contemplated under the S&P Agreement, be and they are hereby approved, ratified, and confirmed 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** conditional upon Ordinary Resolution no.1 set out in the notice of the extraordinary general meeting of the Company dated 16 October 2002, of which this Resolution forms part, being passed, the subscription agreement (the “Agreement”) dated 26 September 2002 in respect of the issue by TCL International Holdings Limited (the “Company”) of the Notes (as defined in the Agreement), a copy of the Agreement has been produced to this meeting marked “B” and signed by the Chairman of this meeting for the purpose of identification and the details of which are set out in the circular of the Company dated 16 October 2002, and the transactions contemplated under the Agreement, be and they are hereby approved, ratified, and confirmed 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 Agreement including but not limited to exercise of any power of the Company to issue the Notes and to allot and issue any share of the Company which may fall to be issued upon conversion of the Notes.”

By Order of the Board
Li Dong Sheng, Tomson
Chairman

Hong Kong, 16 October 2002

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 Corporation, Mr. Wong Toe Yeung and their respective associates (as defined in the Listing Rules) will abstain from voting on resolution 1.
- (4) In accordance with Chapter 14 of the Listing Rules, Mr. Wong Toe Yeung and his associate (as defined in the Listing Rules) will abstain from voting on resolution 2.
- (5) 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.

** For identification only*

*Please also refer to the published version of this announcement in the (**The Standard**)*