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## **TCL INTERNATIONAL HOLDINGS LIMITED**

**(TCL 國際 控 股 有 限 公 司)**

*(incorporated in Cayman Islands with limited liability)*

### **Announcement**

### **Delay in Despatch of Circular**

Despatch of the circular to the Shareholders of TCL International Holdings Limited (the “Company”) regarding the Combination Agreement in connection with the proposed establishment of a joint venture company with Thomson S.A., being a major and connected transaction as announced by the Company dated 30 January 2004, will be delayed to 1 May 2004.

Reference is made to the press announcement (the “Announcement”) issued by the Company dated 30 January 2004 relating to the Combination Agreement in connection with the proposed establishment of a joint venture company with Thomson S.A. which constitutes a major and connected transaction under the Listing Rules.

Terms used herein shall have the same meanings as in the Announcement unless otherwise defined.

Pursuant to Rules 14.13(2) and 14.29(2) of the Listing Rules, the circular (the “Circular”) regarding the Combination Agreement is required to be despatched by the Company to its Shareholders within 21 days after the publication of the Announcement, i.e., on or before 19 February 2004.

The obligations of the parties to the Combination Agreement are subject to fulfillment of a number of conditions as described in the Announcement. One of such conditions for effecting certain obligations under the Combination Agreement is that certain Transaction Documents shall have been executed and, if Shareholders’ approval is required for such Transaction Documents, such approval has been obtained. The Transaction Documents that the Company currently expects to be executed include the Exchange Option Agreement, the Shareholders’ Agreement and more than 20 Operation Agreements. Certain transactions contemplated under the Operation Agreements will constitute connected transactions or ongoing connected transactions of the Company under Chapter 14 of the Listing Rules and require independent shareholders’ approval. As stated in the Announcement, a circular containing, among others, further details of the Combination Agreement, the relevant Transaction Documents, the ongoing connected transactions and the notice convening the EGM will be despatched to the Shareholders as soon as practicable.

As a number of Transaction Documents are still being negotiated by the parties and the financial statements of the businesses to be contributed to the joint venture are in the process of being prepared for inclusion in the Circular, the Company wishes to inform its Shareholders that the date of despatch of the Circular to the Shareholders has been postponed. In view of the information required to be collated for the purpose of preparing the Circular, the Company has applied to the Stock Exchange for a waiver from strict compliance with Rules 14.13(2) and 14.29(2) of the Listing Rules and an extension of the deadline for the despatch of the Circular to 1 May 2004. The Directors confirm that they will use their best efforts to despatch the Circular sooner if possible.

On behalf of the Board

**Li Dong Sheng**

*Chairman*

Hong Kong, 19 February 2004

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