



TCL INTERNATIONAL HOLDINGS LIMITED

TCL 國際 控 股 有 限 公 司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1070)

VOTING RESULTS AT THE EXTRAORDINARY GENERAL MEETING HELD ON 2 JULY 2004

At the extraordinary meeting (the “EGM”) of TCL International Holdings Limited (the “Company”, together with its subsidiaries, the “Group”) held on 2 July 2004, a poll was demanded by the Chairman of the meeting for voting on the resolution no. 1 as set out in the notice of EGM dated 31 May 2004 (the “EGM Notice”) and poll on the resolutions nos. 2 to 7 were required pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). The Company’s branch share registrar in Hong Kong, Tengis Limited, was appointed as scrutineer at the EGM for the purpose of vote-taking. In accordance with the Listing Rules, TCL Corporation (“TCL Corp”) and its associates (as defined in the Listing Rules) have abstained from voting on resolutions no. 2 and 7 set out in the EGM Notice. All the resolutions set out in the EGM Notice were approved by shareholders of the Company as ordinary resolutions and the poll results are as follows:

	RESOLUTIONS	Number of votes (%)	
		FOR	AGAINST
1.	To approve the establishment of TTE Corporation and the combination of the respective TV businesses and assets of the Group (excluding the contribution of the Wuxi and Inner Mongolia Assets acquired by the Group from TCL Corp) and Thomson S.A. (“Thomson”) and the transaction contemplated thereunder.	1,711,291,962 (100%)	NIL (0%)
2.	To approve the acquisition of the Wuxi and Inner Mongolia Assets by the Group and the contribution of the same to TTE Corporation and its subsidiaries (the “TTE Group”).	365,052,673 (100%)	NIL (0%)
3.	To approve the grant to Thomson of the Exchange Option and the issue and allotment of the shares of the Company which fall to be issued by the Company upon the exercise of the Exchange Option by Thomson.	1,698,271,962 (100%)	NIL (0%)
4.	To approve the grant to the Company of the Call Option by Thomson and the exercise of the Call Option at the sole discretion of the board of directors of the Company (the “Board”).	1,698,271,962 (100%)	NIL (0%)

5.	To approve the grant to TTE Corporation of the DVD Option by Thomson and the exercise of the DVD Option at the sole discretion of the Board.	1,698,271,962 (100%)	NIL (0%)
6.	To approve the non-exempt Thomson continuing connected transactions to be entered into between TTE Group and Thomson and its subsidiaries and the fixing of the respective Caps of such continuing connected transactions.	1,607,649,962 (94.66%)	90,622,000 (5.34%)
7.	To approve the non-exempt TCL Corp continuing connected transactions to be entered into between TTE Group and TCL Corp and its subsidiaries and the fixing of the respective Caps of such continuing connected transactions.	274,430,673 (75.18%)	90,622,000 (24.82%)

Notes:

- (1) In respect of resolutions nos. 1, 3, 4, 5 and 6 set out in the EGM Notice, as at the date of the EGM:
- (a) the total number of shares of the Company entitling the holders to attend and vote for or against the aforesaid resolutions at the EGM was 2,737,734,993 shares;
 - (b) the total number of shares of the Company entitling the holders to attend and vote only against the aforesaid resolutions at the EGM was nil; and
 - (c) there were no restriction on any shareholder casting vote on any of the aforesaid resolutions.
- (2) In respect of resolutions nos. 2 and 7 set out in the EGM Notice, TCL Corp, the controlling shareholder of the Company which owns 1,501,151,289 shares, representing approximately 54.83% of the issued share capital of the Company, and its associates (as defined in the Listing Rules) abstained from voting on the aforesaid resolutions at the EGM in accordance with the Listing Rules and at as the date of the EGM:
- (a) the total number of shares of the Company entitling the holders to attend and vote for or against the aforesaid resolutions at the EGM was 1,236,583,704 shares;
 - (b) the total number of shares of the Company entitling the holders to attend and vote only against the aforesaid resolutions at the EGM was nil; and
 - (c) there were no restriction on any shareholder casting vote on any of the aforesaid resolutions.

As at the date of this announcement, the Board comprises Li Dong Sheng, Lu Zhong Li, Hu Qiu Sheng, Yan Yong, Suen Hay Wai and Zhao Zhong Yao as executive directors and Hon Fong Ming and Albert Thomas da Rosa, Junior as independent non-executive directors.

By order of the Board
TCL International Holdings Limited
Li Dong Sheng
Chairman

Hong Kong, 2 July 2004

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