



TCL INTERNATIONAL HOLDINGS LIMITED

(TCL 國際 控 股 有 限 公 司)

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1070)

Adjustment to the conversion price of the outstanding Global Note.

Reference is made to the announcements of the Company dated 18 August 2004, 7 September 2004, 15 September 2004 and 17 September 2004 and the circular of the Company dated 18 August 2004 (the “Circular”) in respect of the distribution in specie (“Distribution”) of shares (“Communication Shares”) in TCL Communication Technology Holdings Limited held by the Company on the basis of 40 Communication Shares for every 100 shares of HK\$0.10 each in the capital of the Company (“Share(s)”) held by shareholders of the Company whose names appear on the register of members of the Company at the close of business on 23 September 2004 (“Record Date”). Unless stated otherwise, capitalized terms used herein shall have the same meaning as those defined in the Circular.

As noted in the Circular, the Distribution gives rise to adjustment (“Adjustment”) to the conversion price of the Global Note. The Company wishes to announce that in accordance with the certificate issued by Ernst & Young Corporate Finance Limited dated 6 October 2004, the conversion price of the outstanding Global Note has been adjusted from HK\$2.556 per Share to HK\$2.06 per Share. The Adjustment shall take retroactive effect from 24 September 2004, the date next following the Record Date. As at the date of this announcement, the Company has outstanding Global Note in the principal sum of HK\$256,000,000. The Global Note entitles the holder thereof to convert into 100,156,494 Shares before the Adjustment and 124,271,844 Shares after the Adjustment.

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

On behalf of the Board

Li Dong Sheng

Chairman

Hong Kong, 6 October 2004

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