



## **TCL INTERNATIONAL HOLDINGS LIMITED**

### **TCL 國際 控 股 有 限 公 司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1070)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of TCL International Holdings Limited (“Company”) will be held at 3.30 p.m. on 22 February 2005 at The Small Connaught Room, 1/F Mandarin Oriental Hotel, 5 Connaught Road, Central, Hong Kong for the purpose of considering and, if thought fit, passing the following resolutions (with or without modification):

### **SPECIAL RESOLUTION**

“**THAT** the name of the Company be and is hereby changed from “TCL International Holdings Limited” to “TCL Multimedia Technology Holdings Limited” and the Chinese translation of its name be accordingly changed from “TCL 國際 控 股 有 限 公 司” to “TCL 多 媒 體 科 技 控 股 有 限 公 司”.”

### **ORDINARY RESOLUTION**

“**THAT**

- (a) the master overseas supply agreement (“Supply Agreement”) dated 29 December 2004 entered into between TCL Corporation and the Company (a copy of which is tabled at the meeting and marked “A” and initialled by the chairman of the meeting for identification purpose) and the terms of and the transactions contemplated thereunder (“Continuing Connected Transaction”) and the implementation thereof be and are hereby approved, ratified and confirmed;
- (b) the Proposed Cap (as defined in the Circular of the Company dated 19 January 2005) in relation to the Continuing Connected Transaction be and is hereby approved, ratified and confirmed; and

- (c) any one director of the Company, or any two directors of the Company if the affixation of the common seal of the Company is necessary, be and is/are hereby authorized for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/them to be incidental to, ancillary to or in connection with the matters contemplated in the Supply Agreement and/or the Continuing Connected Transaction.”

By order of the Board  
**Li Dong Sheng**  
*Chairman*

Hong Kong, 19 January 2005

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

**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 on his/her behalf. 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/her 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 13th Floor, 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 14A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), TCL Corporation and its associates (as defined in the Listing Rules) will abstain from voting on the above ordinary resolution and voting on such resolution will be conducted by way of poll.
- (4) The register of members of the Company will be closed from 21 February 2005 to 22 February 2005, for the purpose of determining the entitlements of the Shareholders to attend and vote at the meeting. No transfer of the Shares may be registered during this period. In order to qualify for the aforesaid entitlements, all transfers must be lodged with the Company’s branch share registrar in Hong Kong, Tengis Limited, at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, by no later than 4:00 p.m. on 18 February 2005.

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