

Listed Company Information

TCL INTERNATIONAL HOLDINGS LIMITED<1070> - Announcement

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TCL International Holdings Limited
(Incorporated in the Cayman Islands with limited liability under the Companies Law of the Cayman Islands)

PLACING AND NEW ISSUE

Number of Placing Shares:

540,000,000 Shares, subject to adjustment

Number of New Issue Shares:

60,000,000 Shares, subject to adjustment

Number of Employees Shares:

5,200,000 Shares (comprising 3,200,000 Shares from the Placing and 2,000,000 Shares from the New Issue)

Issue Price:HK\$1.75 per Share

Nominal Value:HK\$0.10 each

Stock Code:1070

Sponsor, Global Coordinator and Lead Manager
BOCI ASIA LIMITED

Co-lead Managers

Cazenove Asia Limited

DBS Asia Capital Limited

Salomon Smith Barney

Co-Managers

Platinum Securities Company Limited

The Bank of East Asia, Limited

Celestial Securities Limited

Kim Eng Securities (Hong Kong) Limited

Pacific Challenge Capital Limited

First Shanghai Capital Limited

Vickers Ballas Capital Limited

Application has been made to the Listing Committee of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") for the listing of, and permission to deal in, the shares of HK\$0.10 each (the "Shares") in the share capital of TCL International Holdings Limited (the "Company") in issue and to be issued as described in the prospectus of the Company dated 17th November, 1999 (the "Prospectus") and the application forms relating thereto, and any Shares which

may fall to be issued upon the exercise of subscription rights attaching to the options granted under the share option scheme of the Company. Dealings in the Shares on the Stock Exchange are expected to commence on Friday, 26th November, 1999. Subject to the granting of the listing of, and permission to deal in, the Shares on the Stock Exchange as well as the compliance with the stock admission requirements of Hong Kong Securities Clearing Company Limited ("Hongkong Clearing"), the Shares will be accepted as eligible securities by Hongkong Clearing for deposit, clearance and settlement in the Central Clearing and Settlement System ("CCASS") with effect from the commencement date of dealings in the Shares on the Stock Exchange or any other date as determined by Hongkong Clearing. All activities under CCASS are subject to the General Rules of CCASS and the CCASS Operational Procedures in effect from time to time.

The issue of 600,000,000 Shares (the "Offer Shares") comprises an offer (the "New Issue") of initially 60,000,000 Shares (the "New Issue Shares") to the public in Hong Kong and a placing (the "Placing") of initially 540,000,000 Shares (the "Placing Shares") to investors in Hong Kong and in certain other jurisdictions (the New Issue and the Placing, collectively referred to herein as the "Share Offer"). For allocation purposes only, the number of Shares initially available for subscription by the public under the New Issue after deducting the Employees Shares (as defined below) which are validly subscribed for on pink application forms and after taking account of any adjustments of the Shares between the Placing and the New Issue, will be divided equally into two pools: pool A and pool B. The New Issue Shares in pool A will be allocated on an equitable basis only to applicants who have validly applied for Shares in the value (excluding the brokerage and Stock Exchange transaction levy payable thereon) of HK\$5 million or less. The New Issue Shares in pool B will be allocated on an equitable basis only to applicants who have validly applied for Shares in the value (excluding the brokerage and Stock Exchange transaction levy payable thereon) of more than HK\$5 million and up to the total value of pool B. Applicants should be aware that applications in the same pool, as well as applications in different pools are likely to receive different allocation ratios. If the New Issue Shares in one (but not both) of the pools is undersubscribed, the surplus New Issue Shares will be transferred to the other pool to satisfy demand in that pool and be allocated accordingly. Applicants can only receive an allotment of New Issue Shares from either pool A or pool B but not from both pools. Multiple or suspected multiple applications and any application on a white or yellow application form for more than 50 per cent. of the New Issue Shares being offered to the public will be rejected and only one application on a white or yellow application form may be made for the benefit of any person. Applicants for Shares under the New Issue are required to undertake and confirm that they have not taken up any Shares under the Placing.

Applications for the New Issue Shares will only be considered on the basis of the terms and conditions of the Prospectus and the related application forms. Applicants who would like to be allotted New Issue Shares in their own names should complete and sign the white application forms. Applicants who would like to have the allotted New Issue Shares issued in the name of HKSCC Nominees Limited and deposited directly into CCASS for credit to their investor participant stock accounts or the stock accounts of their designated CCASS

participants maintained in CCASS should complete and sign the yellow application forms, copies of which, together with copies of the Prospectus, may be obtained during normal business hours from 9:00 a.m. on Wednesday, 17th November, 1999 until 12:00 noon on Monday, 22nd November, 1999 at the Service Counter of Hongkong Clearing at 2nd Floor, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong or the Investor Service Centre of Hongkong Clearing at Room 1901, Chinachem Exchange Square, 1 Hoi Wan Street, Quarry Bay, Hong Kong. Copies of the Prospectus, together with the pink application forms have been made available to the full-time employees of the Group. The pink application forms, completed in accordance with the instructions printed thereon and accompanied by the appropriate remittance cheques or banker's cashier orders, must be returned to the Company at 13th Floor, TCL Tower, 8 Tai Chung Road, Tsuen Wan, New Territories, Hong Kong by no later than 4:00 p.m. on Friday, 19th November, 1999.

Preference will be given to applications from full-time employees of the Group (other than the directors of the Company, existing beneficial owner(s) of Shares and their respective associates (as defined in the Rules Governing the Listing of Securities on the Stock Exchange)) for a maximum of 5,200,000 Shares ("Employees Shares") (representing approximately 0.87% of the Offer Shares).

The New Issue is conditional on the conditions as stated in the section headed "Conditions of the New Issue" in the Prospectus. If the conditions are not fulfilled on or before Tuesday, 21st December, 1999, all application monies received from applicants under the New Issue will be refunded, without interest, on the terms set out under the heading "Refund of your money" on the application forms.

Copies of the Prospectus, together with the white application forms, may be obtained during normal business hours from 9:00 a.m. on Wednesday, 17th November, 1999 until 12:00 noon on Monday, 22nd November, 1999 from:

1. any member of The Stock Exchange of Hong Kong Limited;
2. branch or sub-branches of Bank of China:

Hong Kong Island:
Hong Kong branch
3rd Floor, 1 Garden Road, Central

Central sub-branch
Li Po Chun Chambers, 189 Des Voeux Road Central

Wanchai sub-branch
395 Hennessy Road, Wanchai

North Point sub-branch
Ground Floor, Roca Centre, 464 King's Road, North Point

Kowloon:
Tsim Sha Tsui sub-branch
Ground Floor, Houston Centre, 63 Mody Road, Tsim Sha Tsui

Yaumatei sub-branch
471 Nathan Road, Yaumatei

Kwun Tong sub-branch

55 Hoi Yuen Road, Kwun Tong

Lai Chi Kok sub-branch

Unit 1, Ground Floor, Kowloon Plaza, 485 Castle Peak Road

New Territories:

Tsuen Wan sub-branch

167 Castle Peak Road, Tsuen Wan

Shatin sub-branch

Ground Floor, Lucky Plaza, Wang Pok Street, Shatin

or any of the following branches of Nanyang Commercial Bank, Ltd.:

Hong Kong Island:

Head Office

151 Des Voeux Road Central

Central District Branch

56 Wellington Street, Central

Wanchai Branch

123 Johnston Road, Wanchai

Causeway Bay Branch

472 Hennessy Road, Causeway Bay

Kowloon:

Tsimshatsui Branch

35 Hankow Road, Tsimshatsui

Kwun Tong Branch

60 Yue Man Square, Kwun Tong

Yaumatei Branch

309 Nathan Road, Yaumatei

Mongkok Branch

727 Nathan Road, Mongkok

New Territories:

Tsuen Wan Branch

78 Chung On Street, Tsuen Wan

Shatin Branch

Shop 7--8 Lucky Plaza, Shatin

Completed white and yellow application forms (to which cheques or banker's cashier orders should be securely stapled) should be deposited in the special collection boxes provided at any one of the head office, branch or sub-branches of Bank of China or Nanyang Commercial Bank, Ltd. referred to above on the following dates during the following times:

Wednesday, 17th November, 1999 --- 9:00 a.m. to 4:00 p.m.

Thursday, 18th November, 1999 --- 9:00 a.m. to 4:00 p.m.

Friday, 19th November, 1999 --- 9:00 a.m. to 4:00 p.m.

Saturday, 20th November, 1999 --- 9:00 a.m. to 12:00 noon

Monday, 22nd November, 1999 --- 9:00 a.m. to 12:00 noon

Subject to the terms and conditions set out in the Prospectus and the application forms, applications must be received by no later than 12:00 noon on Monday, 22nd November, 1999 (or such later date as may apply in the case of a tropical cyclone warning signal No. 8 or above or a "black" rainstorm warning

signal being in force as described in the paragraph headed "Effect of bad weather on the opening of the application lists" in the section headed "How to apply for the New Issue Shares" in the Prospectus). Announcement on the level of indication of interest in the Placing, the results of application under the New Issue, the Hong Kong identification card number of each successful applicant, the basis of allotment and the procedure for collecting share certificates are scheduled to be published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) on Wednesday, 24th November, 1999.

If you have applied on a white application form and have indicated on your application form that you will collect your share certificate(s), you may collect them/it in person from Tengis Limited at 1601, Hutchison House, 10 Harcourt Road, Central, Hong Kong between 9:00 a.m. and 1:00 p.m. on the date notified by the Company in the newspaper as the date of despatch of share certificate(s). This is expected to be on Thursday, 25th November, 1999. You must show your identification documents to collect your share certificate(s). If you do not collect your share certificate(s) within the time specified, it will be sent to the address on your application form shortly after the date of dispatch, by ordinary post and at your own risk. If you have not indicated on your application form that you will collect your share certificate(s), then your certificate(s) will be sent to the address on your application form by ordinary post and at your own risk on or before Thursday, 25th November, 1999.

If you have applied for the New Issue Shares on a yellow application form and your application is wholly or partially successful, your share certificate(s) will be issued in the name of HKSCC Nominees Limited and deposited into CCASS for credit to your investor participant stock account or your designated CCASS participant's stock account as instructed by you at the close of business on Thursday, 25th November, 1999 or any other date shall be determined by Hongkong Clearing or HKSCC Nominees Limited. You should check the number of New Issue Shares allotted to you with your designated at CCASS participant, if you are applying through a designated CCASS participant, or via the CCASS Phone System, if you are applying as an investor participant. For investor participants, Hongkong Clearing will also mail to you an Activity Statement showing the number of New Issue Shares credited to your investor participant stock account.

If your application is wholly or partially unsuccessful, the Company will refund your application money, brokerage and transaction levy to you without interest. All refunds will be by a cheque crossed "Account payee only", and made out to you, or, if you are joint applicants to the first-named applicant on your application form.

The New Shares (as defined in the Prospectus) have not been and will not be registered under the United States Securities Act of 1933, as amended (the "Securities Act") and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act) except in certain transactions exempt from the registration requirements of the US Securities Act.

By order of the Board

Li Dong Sheng, Tomson
Chairman

Hong Kong, 17th November, 1999