



TCL

TCL INTERNATIONAL HOLDINGS LIMITED

TCL 國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(the "Company", together with its subsidiaries, the "Group")

(Stock Code: 1070)

PROXY FORM for the Extraordinary General Meeting of 2 July 2004

I/We⁽¹⁾ _____
of _____

being the registered holder(s) of ⁽²⁾ _____ shares of HK\$0.10 each in the capital of the Company hereby appoint the Chairman of the Meeting, or ⁽³⁾ _____ as my/our proxy to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held at 2:00 p.m., on Friday, 2 July 2004 at Bowen Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong (and at any adjournment thereof) (the "EGM") and in particular (but without limitation) at the EGM on a poll to vote for me/us and in my/our name(s) in respect of the following resolutions as indicated below or, if no such indication is given, as my/our proxy thinks fit:

	ORDINARY RESOLUTIONS	FOR⁽⁴⁾	AGAINST⁽⁴⁾
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 Corporation ("TCL Corp")) and Thomson S.A. ("Thomson") and the transaction contemplated thereunder as set out in Resolution No. 1 of the Notice of EGM.		
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") as set out in Resolution No. 2 of the Notice of EGM.		
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 as set out in Resolution No. 3 of the Notice of EGM.		
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") as set out in Resolution No. 4 of the Notice of EGM.		
5.	To approve the grant to TTE of the DVD Option by Thomson and the exercise of the DVD Option at the sole discretion of the Board as set out in Resolution No. 5 of the Notice of EGM.		
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 as set out in Resolution No. 6 of the Notice of EGM.		
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 as set out in Resolution No. 7 of the Notice of EGM.		

Dated _____ Signature^{(5), (6), (7), (8)} _____
(Full name in block capitals)

- Notes:**
- Full name(s) and address(es) to be inserted in block capitals.
 - Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
 - If you wish to appoint a proxy other than the Chairman of the Meeting, please strike out "the Chairman of the Meeting" and insert the name of the person you wish to appoint in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.** A proxy need not be a member of the Company.
 - IMPORTANT:** If you wish to vote for any resolution, please indicate with an "x" in the appropriate space marked "For" beside the resolution. If you wish to vote against any resolution, please indicate with an "x" in the appropriate space marked "Against" beside the resolution. In the absence of any such indication, the proxy will be entitled to vote for or against the resolution or to abstain from voting at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the EGM other than those referred to in the Notice convening the EGM.
 - In the case of joint shareholders, the vote of the senior who renders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
 - The form of proxy must be signed by you or your attorney duly authorised in writing. In the case of a corporation, this form must be executed under seal or under the hand of an officer or attorney duly authorised.
 - To be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited at the Company's Branch Share Registrar in Hong Kong at Tengis Limited, at Ground Floor, BEA Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the EGM or any adjournment thereof.
 - Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.