



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 9 September 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 Hennessy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 9 September 2004 (Thursday) at 3:30 p.m. (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:

	SPECIAL RESOLUTION	FOR⁽⁴⁾	AGAINST⁽⁴⁾
1.	To approve the deduction of the share premium account of the Company and the deduction of the capital reserve of the Company as set out in Special Resolution No.1 of the Notice of EGM dated 18 August 2004.		

	ORDINARY RESOLUTIONS	FOR⁽⁴⁾	AGAINST⁽⁴⁾
1.	To approve the declaration and payment of a special dividend by way of a distribution in specie of shares of HK\$0.10 each in the capital of TCL Communication Technology Holdings Limited as set out in Ordinary Resolution No. 1 of the Notice of EGM dated 18 August 2004		
2.	To authorize the directors of the Company to do all other things, take all other steps and exercise their powers as might in their opinion desirable or necessary in connection with giving effect to the share premium deduction, the capital reserve deduction and the distribution in specie as set out in Ordinary Resolution No. 2 of the Notice of EGM dated 18 August 2004.		

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 and address of the person you wish to appoint in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED 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, Bank of East Asia 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.