



# TCL INTERNATIONAL HOLDINGS LIMITED

## TCL 國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(the "Company")

(Stock Code: 1070)

### PROXY FORM for the Extraordinary General Meeting of 22 February 2005

I/We<sup>(1)</sup> \_\_\_\_\_  
of \_\_\_\_\_

being the registered holder(s) of<sup>(2)</sup> \_\_\_\_\_ shares of HK\$0.10 each in the capital of the Company hereby appoint the Chairman of the Meeting, or<sup>(3)</sup> \_\_\_\_\_ 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 The Small Connaught Room, 1/F Mandarin Oriental Hotel, 5 Connaught Road, Central, Hong Kong on 22 February 2005 (Tuesday) 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 <sup>(4)</sup>	AGAINST <sup>(4)</sup>
To approve the change of the name of the Company and its Chinese translation to "TCL Multimedia Technology Holdings Limited" and "TCL 多媒體科技控股有限公司" respectively as set out in the Special Resolution of the Notice of the EGM dated 19 January 2005		

ORDINARY RESOLUTION	FOR <sup>(4)</sup>	AGAINST <sup>(4)</sup>
To approve the master overseas supply agreement ("Supply Agreement") dated 29 December 2004 entered into between TCL Corporation and the Company and the Proposed Cap (as defined in the Circular of the Company dated 19 January 2005) in relation to the Supply Agreement as set out in the Ordinary Resolution of the Notice of the EGM dated 19 January 2005		

Dated \_\_\_\_\_

Signature<sup>(5)(6)(7)(8)</sup> \_\_\_\_\_  
(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 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 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.