



**TCL INTERNATIONAL HOLDINGS LIMITED**

**(TCL 國際控股有限公司)\***

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

**Notice of Annual General Meeting**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company shall be held at Tang Room 1, 4/F, Furama Hotel, One Connaught Road Central, Hong Kong at 10:00 a.m. on 30 May 2001 to transact the following ordinary business:

1. To receive and consider the consolidated audited financial statements and the reports of the directors and auditors for the year ended 31 December 2000.
  2. To declare a final dividend in respect of the year ended 31 December 2000.
  3. To re-elect the retiring directors and authorise the board of directors to fix their remuneration.
  4. To appoint auditors and authorise the board of directors to fix their remuneration.
- and by way of special business to consider, and if thought fit, pass with or without amendments the following resolutions as Ordinary Resolutions:

5. "THAT the Share Option Scheme ("New Share Option Scheme"), a copy of which has been submitted to the Meeting marked "A" signed for identification by the Chairman thereof, be and is hereby approved and adopted in place of the share option scheme adopted by the Company on 15 November 1999 (the "Existing Share Option Scheme") and that the date of expiry of those options granted under the Existing Share Option Scheme the grantees of which consent be amended to expire upon the passing of this resolution and that the directors of the Company be and were authorised to do all things and deeds to implement the New Share Option Scheme and to do all things and deeds pursuant thereto including but not limited to the offer or grant of options and the issue and allotment of shares of the Company upon the exercise of any option and the directors may vote in respect of any resolution under or affecting the New Share Option Scheme notwithstanding any interest of any director."

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6. "THAT the directors be and are hereby authorised to issue from time to time counter indemnities in favour of TCL Holdings Corporations Limited and/or any of its subsidiaries, excluding the Company and its own subsidiaries, (each a Relevant Entity) for obligations assumed under any guarantee by any Relevant Entity which guarantee has been given as financial assistance within Rule 14.24(8) of the Rules Governing the Listing of Securities on the Stock Exchange for the benefit of any of the Company and its subsidiaries and any one director be and is hereby authorised to take all actions and sign and deliver all documents on behalf of the Company in connection therewith and to do or cause to be done all such acts and things and to execute any documents and, where a document is required to be sealed by the common seal of the Company, affix the common seal of the Company thereon in the presence of any two directors, in each case as shall in the sole opinion of such director be deemed necessary or appropriate in order to carry out the purpose and intent of and give effect to the foregoing."

### 7. "THAT

(a) a general mandate be and is hereby unconditionally given to the directors of the Company ("Directors") to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to allot, issue and deal with unissued shares of the Company ("Shares") or securities convertible into Shares or options, warrants or similar rights to subscribe for any Shares and to make or grant offers, agreements or options which would or might require the exercise of such powers either during or after the Relevant Period, in addition to any Shares which may be issued on a Rights Issue (as hereinafter defined) or under any option scheme or similar arrangement for the time being adopted for the grant or issue to the employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares or any scrip dividend pursuant to the Articles of Association of the Company from time to time, not exceeding twenty percent. of the aggregate nominal value of the share capital of the Company in issue as at the date of this Resolution; and

(b) for the purposes of this Resolution, "Relevant Period" means the period from the passing of this Resolution until whichever is the earlier of:

(i) the conclusion of the next Annual General Meeting of the Company;

(ii) the expiration of the period within which the next Annual General Meeting of the Company is required by law or the Articles of Association of the Company to be held; and

(iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the Shareholders of the Company in general meeting.

and "Right Issue" means an offer of shares open for a period fixed by the directors to holders of

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shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or of the requirements of any recognised regulatory body or any stock exchange applicable to the Company)."

8. "THAT there be granted to the Directors an unconditional general mandate to repurchase Shares, and that the exercise by the Directors of all powers of the Company to purchase Shares subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved, subject to the following conditions:

- (a) such mandate shall not extend beyond the Relevant Period;
- (b) such mandate shall authorise the Directors to procure the Company to repurchase Shares at such price as the Directors may at their discretion determine;
- (c) the Shares to be repurchased by the Company pursuant to paragraph (a) of this Resolution during the Relevant Period shall be no more than ten percent. of the Shares in issue at the date of passing of this Resolution; and
- (d) for the purpose of this Resolution, "Relevant Period" means the period from the passing of this Resolution until whichever is the earlier of:
  - (i) the conclusion of the next Annual General Meeting of the Company;
  - (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by law or the Articles of Association of the Company to be held; and
  - (iii) the date on which the authority set out in this Resolution is revoked or varied by way of ordinary resolution of the Shareholders of the Company in general meeting."

9. "THAT, subject to the availability of unissued share capital and conditional upon the Resolutions nos. 7 and 8 set out in the notice of the annual general meeting of the Company dated 20 April 2001 of which this resolution forms part, being passed, the aggregate nominal amount of the Shares which are repurchased by the Company pursuant to and in accordance with resolution no. 8 set out in the notice of annual general meeting of which this resolution forms part shall be added to the aggregate nominal amount of the share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with resolution no. 7 set out in the notice of annual general meeting of which this resolution forms part."

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By Order of the Board  
**Pang Siu Yin**  
Company Secretary

Hong Kong, 20 April 2001

## Notes:

1. The Hong Kong branch Register of Members will be closed from Thursday 24 May 2001 to Wednesday 30 May 2001 (both days inclusive), during which period no transfers of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting of the Company to be held on 30 May 2001, all transfers accompanied by the relevant share certificates must be lodged with the Branch share registrar of the Company in Hong Kong, Tengis Limited, at 4th Floor, Hutchison House, 10 Harcourt Road, Central, Hong Kong not later than 4:00 p.m. on Wednesday, 23 May 2001.
2. A member who is a 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 or a duly authorised corporate representative to attend and vote in his stead. 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 form of proxy will be deemed to have been revoked.
3. A form of proxy for the Meeting is enclosed. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the Branch share registrar of the Company in Hong Kong, Tengis Limited, at 4th Floor, Hutchison House, 10 Hoarcourt Road, Central, Hong Kong not less than 48 hours before the time for holding the Meeting or any adjournment.
4. With regard to items 7 and 9 above, the Directors wish to state that they have no immediate plans to issue any new shares of the Company.

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