



TCL INTERNATIONAL HOLDINGS LIMITED

TCL 國際控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(the “Company”)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company (“Annual General Meeting”) shall be held at Granville Room, Lower Lobby, Conrad International, Pacific Place, 88 Queensway, Hong Kong, on Monday, 12 May 2003 at 2:30 p.m. for the purpose of transacting the following business:

ORDINARY BUSINESS

1. To receive and consider the consolidated audited financial statements and the reports of the directors of the Company (“Directors”) and the auditors of the Company (“Auditors”) for the year ended 31 December 2002.
2. To declare a final dividend for the year ended 31 December 2002.
3. To re-elect the retiring Directors and authorise the board of Directors to fix their remuneration.
4. To re-appoint Messrs. Ernst & Young as the Auditors and authorise the board of Directors to fix their remuneration.

SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without amendments the following resolutions:

As Special Resolution

5. **“THAT**
 - a. the name of the Company be and is hereby changed to “TCL International Holdings Ltd.” with immediate effect;
 - b. the name of the Company be and is hereby changed to “TCL International Holdings Limited” the Chinese translation of which is “TCL 國際控股有限公司” with immediate effect;
 - c. “TCL 國際控股有限公司” be adopted as the Chinese name of the Company for the purpose of registration under Part XI of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) in Hong Kong.”

As Ordinary Resolutions

6. “**THAT** subject to and conditional on the Listing Committee of The Stock Exchange of Hong Kong Limited (“Listing Committee”) granting approval of the listing of and permission to deal in, the Shares to be issued pursuant to the exercise of options granted under the new share option scheme (“New Option Scheme”), a copy of which has been produced to this meeting marked “A” for the purpose of identification, the terms of the New Option Scheme be and are hereby approved and adopted and that the Directors be and are hereby authorized to grant options thereunder to subscribe for the shares in the Company (“Shares”) and to allot, issue, distribute and deal with the Shares pursuant to the exercise of options granted under the New Option Scheme and to execute such documents and take all such steps as may be necessary or desirable to implement the New Option Scheme and the Directors may vote in respect of any resolution under or affecting the New Option Scheme notwithstanding any interest of any of the Directors thereunder.”
7. “**THAT** conditional on the passing of Ordinary Resolution No. (6) set out in the notice of the annual general meeting of the Company dated 9 April 2003 (“AGM Notice”) of which this resolution forms part, the share option scheme adopted by the Company on 30 August 2001 be and is hereby terminated with immediate effect without prejudice to the accrued rights of any participants or grantees in such scheme.”
8. “**THAT**
 - a. a general mandate be and is hereby unconditionally given to the Directors to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to allot, issue and deal with unissued 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 from time to time 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 of Shares or rights to acquire Shares or any scrip dividend pursuant to the articles of association of the Company, not exceeding twenty per cent. 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 purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest 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 revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting;and “Rights Issue” means an offer of Shares open for a period fixed by the Directors to holders of Shares on the register of members of the Company 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).”

9. “**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 per cent. of the Shares in issue at the date of passing 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 earliest 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 revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
10. “**THAT**, subject to the availability of unissued share capital and conditional upon the resolutions nos. (8) and (9) set out in the AGM Notice 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. (9) set out in the AGM Notice 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. (8) set out in the AGM Notice.”

By Order of the Board
LI DONG SHENG, TOMSON
Chairman

Hong Kong, 9 April 2003

Notes:

1. The Hong Kong Branch Register of Members of the Company will be closed from Tuesday, 6 May 2003 to Monday, 12 May 2003 (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 to be held on 12 May 2003, 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 Ground Floor, BEA Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 5 May 2003.

2. A member of the Company who is a holder of two or more Shares, and who is entitled to attend and vote at the Annual General 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 of the Company from attending the Annual General 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 Annual General 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 Ground Floor, BEA Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time for holding the Annual General Meeting or any adjournment.
4. With regard to resolutions nos. (8) and (10) above, the Directors wish to state that they have no immediate plans to issue any new Shares of the Company.

* *For identification purpose only*

*Please also refer to the published version of this announcement in the (**The Standard**)*