

# > NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of shareholders of TPV Technology Limited (the "Company") will be held at Chater Room II, The Ritz-Carlton Hong Kong, 3 Connaught Road Central, Hong Kong on Friday, 25th May 2001 at 9:00 a.m. for the following purposes:

**As ordinary business:**

1. To receive and consider the audited financial statements and the reports of the Directors and of the Auditors for the year ended 31st December 2000.
2. To declare a final dividend.
3. To re-elect retiring Directors and to authorise the Board of Directors to fix the remuneration of Directors.
4. To re-appoint PricewaterhouseCoopers as Auditors of the Company and to authorise the Board of Directors to fix their remuneration.

**As special business:**

5. Repurchase Mandate

As regards a general and unconditional mandate to the Board of Directors to repurchase the Company's own shares (the "Repurchase Mandate"), to consider and, if thought fit, to pass, with or without amendments, the following resolution as Ordinary Resolution No. 1:

"THAT

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its issued shares of US\$0.01 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), Singapore Exchange Limited (the "Singapore Exchange") or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on the Stock Exchange, the Listing Manual of the Singapore Exchange or rules of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

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(b) the aggregate nominal amount of the shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution and the said approval shall be limited accordingly; and

(c) 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 the Bye-laws of the Company or any applicable laws of Bermuda 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.”

## 6. Securities Issue Mandate

As regards a general and unconditional mandate to the Board of Directors to allot shares (the “Securities Issue Mandate”), to consider and, if thought fit, to pass, with or without amendments, the following resolution as Ordinary Resolution No. II:

“THAT

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of US\$0.01 each in the capital of the Company or securities convertible into such shares or options, warrants or similar rights to subscribe for any shares or convertible securities and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;

(c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Company pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) any issue of shares in the Company under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of options to subscribe for, or rights to acquire, shares of the Company; (iii) any issue of shares in the Company as scrip dividend or any similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part of a dividend pursuant to the Bye-laws of the Company from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company, shall not in aggregate exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this Resolution and the said approval shall be limited accordingly; 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 the Bye-laws of the Company or any applicable laws of Bermuda 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.

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to holders of shares of the Company or any class thereof whose names appear on the Registers of Members of the Company on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body in Bermuda, Hong Kong and Singapore).”

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7. Extension of the Securities Issue Mandate

As regards the extension of shares repurchased under the Repurchase Mandate, to consider and, if thought fit, to pass, with or without amendments, the following resolution as Ordinary Resolution No. III:

“THAT subject to the passing of Ordinary Resolutions Nos. I and II, the general mandate granted to the Directors of the Company to allot, issue and deal with additional securities in the capital of the Company pursuant to Ordinary Resolution No. II be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the shares repurchased by the Company under the authority granted pursuant to Ordinary Resolution No. I, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution.”

By order of the Board

**Dr Hsuan, Jason**

*Chairman*

Hong Kong, 19th April 2001

*Principal place of business in Hong Kong:*

Unit 2607, 26th Floor, Aetna Tower

308 Des Voeux Road Central

Hong Kong

*Notes:*

1. Any shareholder of the Company entitled to attend and vote at the meetings of the Company or a meeting of the holders of any class of shares in the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
2. To be valid, the instrument appointing a proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, shall be deposited, by a shareholder whose name appears on the record of shareholders at Lim Associates (Pte) Limited on 18th May 2001, at 10 Collyer Quay #19-08, Ocean Building, Singapore 049315, or the Company's principal place of business in Hong Kong at Unit 2607, 26th Floor, Aetna Tower, 308 Des Voeux Road Central, Hong Kong, not less than 48 hours before the time for holding meeting or adjourned meeting or poll (as the case may be).
3. To be valid, the instrument appointing a proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, shall be deposited, by a shareholder whose name appears on the Register of Members at Standard Registrars Limited on 18th May 2001, at the Company's principal place of business in Hong Kong at Unit 2607, 26th Floor, Aetna Tower, 308 Des Voeux Road Central, Hong Kong, not less than 48 hours before the time for holding meeting or adjourned meeting or poll (as the case may be).
4. An explanatory statement containing further information regarding Ordinary Resolution No. I above, as required by the Listing Rules, will be sent to shareholders of the Company together with the 2000 Annual Report.