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**China Qingdao International  
(Holdings) Company Limited**  
**華青國際（控股）有限公司**

*(Incorporated in the British Virgin Islands  
with limited liability)*

**HyComm**

**HyComm Wireless Limited**  
**華脈無線通信有限公司\***  
*(Incorporated in Bermuda with limited liability)*  
**(Stock code: 00499)**

**JOINT ANNOUNCEMENT**

- (1) COMPLETION OF THE SHARE PURCHASE AGREEMENT  
AND  
(2) MANDATORY UNCONDITIONAL CASH OFFER BY  
CHINA MERCHANTS SECURITIES (HK) CO., LIMITED  
ON BEHALF OF CHINA QINGDAO INTERNATIONAL  
(HOLDINGS) COMPANY LIMITED  
TO ACQUIRE ALL THE ISSUED SHARES  
OF HYCOMM WIRELESS LIMITED  
(OTHER THAN THOSE ALREADY OWNED  
OR AGREED TO BE ACQUIRED  
BY CHINA QINGDAO INTERNATIONAL  
(HOLDINGS) COMPANY LIMITED  
AND PARTIES ACTING IN CONCERT WITH IT)**

**Financial Adviser to China Qingdao International (Holdings) Company Limited**

**CMS 招商證券**

**Financial Adviser to HyComm Wireless Limited**

 **中國銀河國際**  
CHINA GALAXY INTERNATIONAL

**Independent Financial Adviser to the Independent Board Committee  
of HyComm Wireless Limited**

 **PLATINUM**  
Securities

\* for identification purpose only

All the Conditions to Completion as set out in the Share Purchase Agreement have been fulfilled and Completion took place on 27 August 2014. Following Completion and as at the date of this joint announcement, the Offeror Group owns an aggregate of 284,500,000 Shares, representing approximately 56.98% of the total issued Shares of the Company as at the date of this joint announcement.

Pursuant to Rule 26.1 of the Takeovers Code, the Offeror is, upon Completion, required to make a mandatory unconditional cash offer to acquire all the issued Shares (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it). China Merchant Securities will, on behalf of the Offeror, make the Offer at an offer price of HK\$1.507 per Offer Share and in accordance with the other terms and conditions as announced in the Joint Announcement. A further announcement will be made when the Composite Document together with the form of acceptance and transfer in respect of the Offer are despatched.

Reference is made to (i) the announcement jointly issued by China Qingdao International (Holdings) Company Limited (the “**Offeror**”) and HyComm Wireless Limited (the “**Company**”) dated 10 July 2014 (the “**Joint Announcement**”) in relation to, among other things, the proposed acquisition of 284,500,000 shares in the Company by the Offeror; and (ii) the announcement jointly issued by the Offeror and the Company dated 31 July 2014 in relation to the delay in despatch of the composite document in relation to the possible mandatory unconditional cash offer to be made by China Merchants Securities (HK) Co., Limited on behalf of the Offeror to acquire all the issued shares in the Company (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it). Unless the context otherwise requires, capitalised terms defined in the Joint Announcement shall have the same meanings when used herein.

## **COMPLETION OF THE SHARE PURCHASE AGREEMENT**

The Offeror and the Company announce that all the Conditions to Completion as set out in the Share Purchase Agreement have been fulfilled and Completion took place on 27 August 2014.

Following Completion and as at the date of this joint announcement, the Offeror Group owns an aggregate of 284,500,000 Shares, representing approximately 56.98% of the total issued Shares of the Company as at the date of this joint announcement. The total consideration for the Sale Shares pursuant to the Share Purchase Agreement was HK\$428,741,500, equivalent to HK\$1.507 per Sale Share.

The table below sets out the shareholding structure of the Company (i) immediately before Completion; and (ii) following Completion and as at the date of this joint announcement:

	<b>Immediately before Completion</b>		<b>Following Completion and as at the date of this joint announcement</b>	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
Offeror Group	—	—	284,500,000	56.98
Sellers	284,500,000	56.98	—	—
Public	<u>214,776,680</u>	<u>43.02</u>	<u>214,776,680</u>	<u>43.02</u>
Total	<u><u>499,276,680</u></u>	<u><u>100.0</u></u>	<u><u>499,276,680</u></u>	<u><u>100.0</u></u>

## THE OFFER

Pursuant to Rule 26.1 of the Takeovers Code, the Offeror is, upon Completion, required to make a mandatory unconditional cash offer to acquire all the issued Shares (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it). China Merchant Securities will, on behalf of the Offeror, make the Offer at an offer price of HK\$1.507 per Offer Share and in accordance with the other terms and conditions as announced in the Joint Announcement.

It is expected that the Composite Document containing, among other things, the expected timetable in respect of the Offer, the terms and conditions of the Offer, the recommendation from the Independent Board Committee and the advice from the independent financial adviser appointed by the Board in respect of the Offer will, together with the form of acceptance and transfer in respect of the Offer, be despatched to the Offer Shareholders on or before 2 September 2014. A further announcement will be made when the Composite Document together with the form of acceptance and transfer in respect of the Offer are despatched.

By order of the board of directors of  
**China Qingdao International  
(Holdings) Company Limited**  
**Zhang Lianqing**  
*Director*

By order of the board of directors of  
**HyComm Wireless Limited**  
**Liu Shun Chuen**  
*Chairman*

Hong Kong, 27 August 2014

*As at the date of this joint announcement, the directors of the Offeror are Zhang Zhenan, Xing Luzheng and Zhang Lianqing.*

*As at the date of this joint announcement, the directors of Qingdao Chengtuo are Zhang Zhenan, Wang Hong and Xing Luzheng.*

*As at the date of this joint announcement, the executive Directors are Mr. Yeung Sau Chung and Mr. Liu Shun Chuen, the non-executive Director is Kong Lingbiao, and the independent non-executive Directors are Mr. Jacobsen William Keith, Mr. Wu Wang Li and Mr. Ng Wai Hung.*

*The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information (other than that relating to the Sellers, the Seller Guarantors and the Group) contained in this joint announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions (other than those expressed by the Sellers, the Seller Guarantors and the Directors) expressed in this joint announcement have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.*

*The directors of Qingdao Chengtou jointly and severally accept full responsibility for the accuracy of the information (other than that relating to the Sellers, the Seller Guarantors and the Group) contained in this joint announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions (other than those expressed by the Sellers, the Seller Guarantors and the Directors) expressed in this joint announcement have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information (other than that relating to the Offeror and parties acting in concert with it) contained in this joint announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions (other than those expressed by the Offeror and parties acting in concert with it) expressed in this joint announcement have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.*