

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this joint announcement.*

*This joint announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of HyComm Wireless Limited or China Qingdao International (Holdings) Company Limited.*



**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 Wireless Limited**  
華脈無線通信有限公司\*

*(Incorporated in Bermuda with limited liability)*  
**(Stock code: 00499)**

## **JOINT ANNOUNCEMENT**

**DESPATCH OF COMPOSITE DOCUMENT  
IN RELATION TO  
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**



**Financial Adviser to HyComm Wireless Limited**



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



\* for identification purpose only

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 Platinum Securities, the independent financial adviser appointed by the Board in respect of the Offer, together with the form of acceptance and transfer, have been despatched to the Offer Shareholders on 2 September 2014.

The Offer will open for acceptance from 2 September 2014 until 4:00 p.m. on 23 September 2014 unless the Offeror revises or extends the Offer in accordance with the Takeovers Code, in which case, an announcement will be made as and when appropriate.

**Offer Shareholders are strongly advised to read carefully the Composite Document, including the letter of advice from Platinum Securities to the Independent Board Committee and the recommendation from the Independent Board Committee to the Offer Shareholders in respect of the Offer, and the form of acceptance and transfer, before deciding whether to accept or reject the Offer.**

Reference is made to the announcements dated 10 July 2014, 31 July 2014 and 27 August 2014 and the composite offer and response document in respect of the Offer dated 2 September 2014 (the “**Composite Document**”), all jointly issued by China Qingdao International (Holdings) Company Limited (the “**Offeror**”) and HyComm Wireless Limited (the “**Company**”) in relation to the mandatory unconditional cash offer 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 Composite Document shall have the same meanings when used herein.

## **DESPATCH OF THE COMPOSITE DOCUMENT**

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 Platinum Securities, the independent financial adviser appointed by the Board in respect of the Offer, together with the form of acceptance and transfer, have been despatched to the Offer Shareholders on 2 September 2014.

## **EXPECTED TIMETABLE OF THE OFFER**

The Offer will open for acceptance from 2 September 2014 until 4:00 p.m. on 23 September 2014 (the “**Closing Date**”) unless the Offeror revises or extends the Offer in accordance with the Takeovers Code, in which case, an announcement will be made as and when appropriate.

The expected timetable of the Offer as reproduced below is indicative only and is subject to change. Any changes to the timetable will be jointly announced by the Offeror and the Company.

Despatch date of the Composite Document and  
the accompanying form(s) of acceptance and  
transfer and commencement date of the Offer (*Note 1*) ..... Tuesday, 2 September 2014

Latest time and date for acceptance  
of the Offer (*Note 2*) ..... 4:00 p.m. on Tuesday, 23 September 2014

Closing Date (*Note 2*) ..... Tuesday, 23 September 2014

Announcement of the results of the Offer  
(or its extension or revision, if any),  
to be posted on the website  
of the Stock Exchange (*Note 2*) ..... No later than 7:00 p.m.  
on Tuesday, 23 September 2014

Latest date for posting of remittances  
in respect of valid acceptances  
received under the Offer (*Note 3*) ..... Monday, 6 October 2014

*Notes:*

1. The Offer, which is unconditional, is made on the date of posting of the Composite Document, and is capable of acceptance on and from that date until the Closing Date.
2. The latest time and date for acceptance of the Offer will be at 4:00 p.m. on Tuesday, 23 September 2014 unless the Offeror revises or extends the Offer in accordance with the Takeovers Code. An announcement will be issued on the website of the Stock Exchange no later than 7:00 p.m. on Tuesday, 23 September 2014 stating whether the Offer has been extended, revised or has expired. In the event that the Offeror decides to revise or extend the Offer, at least 14 days' notice by way of an announcement will be given before the Offer is closed to those Offer Shareholders who have not accepted the Offer.
3. Remittances in respect of the cash consideration (after deducting the seller's ad valorem stamp duty) payable for the Offer Shares tendered under the Offer will be despatched to the Offer Shareholders accepting the Offer by ordinary post at their own risk as soon as possible, but in any event within 7 Business Days after the date of receipt by the Registrar, Tricor Securities Limited, of all relevant documents (receipt of which renders such acceptance complete and valid), in accordance with the Takeovers Code. Acceptance of the Offer shall be irrevocable and not capable of being withdrawn, except as permitted under the Takeovers Code. Please refer to paragraph 4 headed "Right of withdrawal" in Appendix I to the Composite Document for further information on the circumstances where acceptances may be withdrawn.

4. If there is a tropical cyclone warning signal number 8 or above, or a black rainstorm warning:
- (a) in force in Hong Kong at any local time before 12:00 noon but no longer in force after 12:00 noon on the latest date for acceptance of the Offer and the latest date for despatch of remittances for the amounts due under the Offer in respect of valid acceptances, the latest time for acceptance of the Offer and the despatch of remittances will remain at 4:00 p.m. on the same Business Day; or
  - (b) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the latest date for acceptance of the Offer and the latest date for despatch of remittances for the amounts due under the Offer in respect of valid acceptances, the latest time for acceptance of the Offer and the despatch of remittances will be rescheduled to 4:00 p.m. on the following Business Day.

**All references to dates and times contained in this joint announcement refer to Hong Kong dates and times.**

### **IMPORTANT**

**Offer Shareholders are strongly advised to read carefully the Composite Document, including the letter of advice from Platinum Securities to the Independent Board Committee and the recommendation from the Independent Board Committee to the Offer Shareholders in respect of the Offer, and the form of acceptance and transfer, before deciding whether to accept or reject the Offer.**

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, 2 September 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 Chengtou 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 Mr. 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.*