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## UNIS TECHNOLOGY STRATEGY INVESTMENT LIMITED 紫光科技戰略投資有限公司

(Incorporated in Hong Kong with limited liability)

SUN EAST TECHNOLOGY (HOLDINGS) LIMITED

日東科技(控股)有限公司 \* (Incorporated in Bermuda with limited liability) (Stock code: 365)

## JOINT ANNOUNCEMENT RESULT OF THE OFFER ON THE FIRST CLOSING DATE AND EXTENSION OF THE OFFER PERIOD IN RELATION TO THE UNCONDITIONAL MANDATORY CASH OFFER BY QUAM SECURITIES COMPANY LIMITED



# FOR AND ON BEHALF OF UNIS TECHNOLOGY STRATEGY INVESTMENT LIMITED TO ACQUIRE ALL THE ISSUED SHARES (OTHER THAN THE EXCLUDED SHARES) OF SUN EAST TECHNOLOGY (HOLDINGS) LIMITED

Financial Adviser to the Offeror



Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders



**VMS Securities Limited** 

Reference is made to (i) the joint announcement dated 14 February 2016 issued by the Offeror and the Company in relation to, among others, the Subscriptions and the Offer (the "**First Joint Announcement**"); (ii) the joint announcement dated 30 May 2016 issued by the Offeror and the Company in relation to the completion of the Subscriptions; (iii) the circular dated 19 April 2016 issued by the Company; (iv) the Composite Document dated 2 June 2016 jointly issued by the Offeror and the Company (the "**Composite Document**") (for items (i) to (iv) above, collectively known as the "**Documents**"); (v) the announcement dated 15 June 2016 issued by the Company relating to, *inter alia*, a profit warning (the "**Profit Warning Announcement**"); and (vi) the joint announcement dated 15 June 2016 issued by the Offeror and the Company in relation to the extension of Offer Period (the "**Offer Extension Announcement**"). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

### ACCEPTANCE LEVEL ON THE FIRST CLOSING DATE

As at 4:00 p.m. on Thursday, 23 June 2016 (the "**First Closing Date**"), being the latest time and date for acceptance of the Offer as set out in the Composite Document, the Offeror has received valid acceptances in respect of a total of 7,003,698 Shares under the Offer, representing approximately 0.48% of the total issued share capital of the Company as at the date of this joint announcement and approximately 1.61% of the Shares subject to the Offer. For the avoidance of doubt, the acceptance of Offer in respect of 184,323,472 Acceptance Shares, representing approximately 12.67% of the issued capital of the Company, under the Irrevocable Undertakings has not yet been received as at the date of this joint announcement.

As at the date of this joint announcement, the Company has 1,455,000,000 Shares in issue and none of the Convertible Bonds has been converted into Shares of the Company. Taking into account (i) valid acceptances of the Offer in respect of 7,003,698 Shares, representing approximately 0.48% of the total issued share capital of the Company as at the date of this joint announcement; and (ii) 730,000,000 Subscription Shares, representing approximately 50.17% of the total issued share capital of the Company as at the date of the Offeror immediately before the despatch of the Composite Document; and also (iii) 100,000 Shares held by a discretionary account managed by Quam Securities, representing approximately 0.01% of the issued share capital of the Company as at the date of this joint announcement, the Offeror and parties acting in concert with it (including the discretionary account managed by Quam Securities) are interested in an aggregate of 737,103,698 Shares, representing approximately 50.66% of the total issued share capital of the Company as at the date of this joint announcement.

Immediately prior to the commencement of the Offer Period on 10 December 2015, none of the Offeror nor the parties acting in concert with it held, controlled or directed any Shares or rights over any Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Codes).

Quam Capital is the financial adviser to the Offeror and Quam Securities is making the Offer on behalf of the Offeror. Quam Capital and Quam Securities are presumed to be parties acting in concert with the Offeror under the Takeovers Code. Due to misunderstanding of presumption (5) under the definition of "acting in concert" under the Takeovers Code, 248,000 Shares held by two discretionary accounts managed by Quam Securities were not disclosed as part of the shareholding interests of the Offeror and parties acting in concert with it as stated in the Documents. It should be clarified that (i) 248,000 Shares held by discretionary accounts managed by Quam Securities were acquired during the period between 16 December 2015 and 23 December 2015 at the prices of HK\$1.24 to HK\$1.50 per Share. Investment portfolios of discretionary accounts managed by Quam Securities that included 248,000 Shares have been pledged for margin financing during the period between 16 December 2015 and the First Closing Date. Other than the aforesaid acquisitions and pledges, no other dealings for value in any securities of the Company were made by the discretionary accounts during the Relevant Period; (ii) the shareholding interests of the Offeror and parties acting in concert with it (including the discretionary accounts managed by Quam Securities) were 248,000 Shares as at 14 February 2016 (being the date of the First Joint Announcement made pursuant to Rule 3.5 of the Takeovers Code), representing approximately 0.05% of the issued share capital of the Company on that date; and (iii) the shareholding interests of the Offeror and parties acting in concert with it (including the discretionary accounts managed by Ouam Securities) were 730,248,000 Shares immediately following UNISTECH Completion, representing approximately 50.19% of the issued share capital of the Company as at the date of UNISTECH Completion. Other than those relating to the aforesaid, other information as disclosed in the Documents remains unchanged.

Up to the First Closing Date, a discretionary account managed by Quam Securities that held 148,000 Shares has tendered its acceptance of the Offer whereas the discretionary account managed by Quam Securities that held 100,000 Shares has not tendered its acceptance of the Offer.

Save for the UNISTECH Subscription Shares, the Convertible Bonds, the acceptances of the Offer and Shares held by discretionary accounts managed by Quam Securities described above, none of the Offeror and parties acting in concert with it and their respective directors have acquired or agreed to acquire any Shares or rights over any Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) during the Offer Period. None of the Offeror nor the parties acting in concert with it has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Company during the Offer Period.

### **EXTENSION OF THE OFFER PERIOD**

As disclosed in the Offer Extension Announcement, the Company and the Offeror will jointly publish a supplemental document (the "**Supplemental Document**") containing, amongst other things, (i) the financial results of the Company for the financial year ended 31 March 2016; (ii) a supplemental letter from the Independent Financial Adviser; and (iii) any other additional information as required under Rule 8.5 of the Takeovers Code in light of the recent developments as disclosed in the Profit Warning Announcement. To provide additional time for the Independent Shareholders to consider the Offer in light of the audited annual results of the Group for the financial year ended 31 March 2016 which is expected to be announced on or before 30 June 2016 and will be included in the Supplemental Document, the Offer will be extended and remain open for acceptance until further notice.

Notice in writing will be given to the Shareholders at least 14 days before the Offer is closed. The Independent Shareholders shall have at least a further 14 days to tender their acceptances of the Offer after the issue of the Supplemental Document and an announcement on the next closing date of the Offer will be published as and when the Supplemental Document is issued in accordance with the requirements under the Takeovers Code.

In view of the above, the Independent Shareholders are strongly advised to consider the additional information to be included in the Supplemental Document carefully before deciding whether to or not to accept the Offer. Shareholders and potential investors of the Company are urged to exercise extreme caution when dealing in securities of the Company. Persons who are in doubt as to the action they should take should consult licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers.

Apart from the Closing Date which will be extended as set out in this joint announcement, all the other terms of the Offer as set out in the Composite Document and in the Form of Acceptance remain unchanged and apply to the extended offer.

By Order of the Board	By Order of the Board
Unis Technology Strategy Investment Limited	Sun East Technology (Holdings) Limited
ZHAO Weiguo	QI Lian
Director	Chairman

Hong Kong, 23 June 2016

At the date of this announcement, the directors of the Company are Mr. Qi Lian, Mr. Xia Yuan, Mr. But Tin Fu, Mr. But Tin Hing, Mr. Leung Cheong and Mr. Leung Kuen, Ivan as executive directors; and Mr. See Tak Wah, Prof. Xu Yang Sheng and Mr. Li Wanshou as independent non-executive directors.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offeror), and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by the Offeror) 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 statement in this joint announcement misleading.

As at the date of this joint announcement, Mr. Zhao Weiguo and Mr. Zhang Yadong are the directors of the Offeror.

The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group), and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by the Group) 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 statement in this joint announcement misleading.

As at the date of this joint announcement, Mr. Zhao Weiguo, Mr. Li Zhongxiang, Mr. Li Yanhe, Mr. Zhang Yadong, Mr. Li Yi, Mr. Qi Lian and Ms. Zhou Yanhua are the directors of Tsinghua Unigroup.

The directors of Tsinghua Unigroup jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group), and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by the Group) 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 statement in this joint announcement misleading.

\* For identification purposes only