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**T.C.L. INDUSTRIES HOLDINGS  
(H.K.) LIMITED**  
**(T.C.L.實業控股(香港)有限公司)**  
*(Incorporated in Hong Kong with limited liability)*

**TCL COMMUNICATION  
TECHNOLOGY HOLDINGS LIMITED**  
**TCL通訊科技控股有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 2618)**

## **JOINT ANNOUNCEMENT**

### **CONDITIONAL PROPOSAL FOR PRIVATISATION OF TCL COMMUNICATION TECHNOLOGY HOLDINGS LIMITED (TCL通訊科技控股有限公司)**

**BY T.C.L. INDUSTRIES HOLDINGS (H.K.) LIMITED  
BY WAY OF A SCHEME OF ARRANGEMENT  
(UNDER SECTION 86 OF THE COMPANIES LAW)**

- (1) EFFECTIVE DATE OF THE SCHEME**
- (2) OPTION OFFER AND SHARE AWARD OFFER  
BECAME UNCONDITIONAL**
- (3) WITHDRAWAL OF LISTING OF THE SHARES**
- (4) RESULTS OF OPTION OFFER AND SHARE AWARD OFFER**
- (5) CLOSING OF THE SHARE AWARD OFFER AND EXTENSION OF  
THE OPTION OFFER**
- (6) DESPATCH OF CHEQUES UNDER THE OPTION OFFER  
AND THE SHARE AWARD OFFER**

**Financial Adviser to Offeror**



**BNP PARIBAS**

**Independent Financial Adviser to Independent Board Committee**



## **THE SCHEME BECOMES EFFECTIVE**

The Scheme was sanctioned without modification and the reduction of issued share capital of the Company and the corresponding issue of Shares to the Offeror pursuant to the Scheme was confirmed by the Grand Court on Thursday, 22 September 2016 (Cayman Islands time) (i.e. Friday, 23 September 2016 (Hong Kong time)). An official copy of the Order of the Grand Court sanctioning the Scheme was delivered to the Registrar of Companies in the Cayman Islands for registration on Thursday, 29 September 2016 (Cayman Islands time) (i.e. Friday, 30 September 2016 (Hong Kong time)) and the registration became effective on the same day. All the Conditions as set out in the Scheme Document were fulfilled and the Scheme became effective on Thursday, 29 September 2016 (Cayman Islands time) (i.e. Friday, 30 September 2016 (Hong Kong time)).

## **WITHDRAWAL OF LISTING**

The withdrawal of the listing of the Shares on the Main Board of the Stock Exchange is expected to become effective from 4:00 p.m. on Friday, 30 September 2016 (Hong Kong time).

## **PAYMENT UNDER THE SCHEME**

Cheques for payment of the Cancellation Price payable under the Scheme will be despatched to the Scheme Shareholders as soon as possible but in any event on or before Wednesday, 12 October 2016.

## **OPTION OFFER AND SHARE AWARD OFFER BECAME UNCONDITIONAL, RESULTS OF THE OPTION OFFER AND THE SHARE AWARD OFFER, CLOSING OF THE SHARE AWARD OFFER AND EXTENSION OF THE OPTION OFFER AND DESPATCH OF CHEQUES UNDER THE OPTION OFFER AND THE SHARE AWARD OFFER**

Each of the Option Offer and the Share Award Offer is conditional upon the Scheme becoming effective. Accordingly, the Option Offer and the Share Award Offer became unconditional on Thursday, 29 September 2016 (Cayman Islands time) (i.e. Friday, 30 September 2016 (Hong Kong time)).

In respect of the Option Offer, as at 4:00 p.m. on Thursday, 29 September 2016 (Hong Kong time), the Offeror has received valid acceptances of the Option Offer in respect of 29,993,959 Share Option(s). This represents acceptance in respect of 29,993,959 outstanding Share Option(s), representing 89.11% of the total number of outstanding Share Option(s) as at Option Offer Record Date. The Option Offer will remain open for acceptance until 4:00 p.m. on Friday, 14 October 2016.

In respect of the Share Award Offer, as at 4:00 p.m. on Thursday, 29 September 2016 (Hong Kong time), the Offeror has received the valid acceptance of the Share Award Offer from the Trustee in respect of all the Unallotted Awarded Shares. Accordingly, the Share Award Offer has been closed upon the Share Award Offer becoming unconditional on Thursday, 29 September 2016 (Cayman Islands time) (i.e. Friday, 30 September 2016 (Hong Kong time)).

Cheques for payment of the Option Cancellation Price payable under the Option Offer will be despatched to the Optionholders who accepts the Option Offer at the risk of the recipients within seven (7) Business Days following the later of the Effective Date (i.e. the date that the Option Offer becomes unconditional) and the date of receipt of validly completed and executed Option Form(s) of Acceptance but in any event on or before Tuesday, 25 October 2016.

Cheques for payment of the Share Award Amount payable under the Share Award Offer will be despatched or made to the Trustee at the risk of the recipient within seven (7) Business Days following the Effective Date (i.e. the date that the Share Award Offer becomes unconditional).

## **INTRODUCTION**

References are made to (i) the scheme document jointly issued by T.C.L. INDUSTRIES HOLDINGS (H.K.) LIMITED (the “**Offeror**”) and TCL Communication Technology Holdings Limited (the “**Company**”) dated 22 August 2016 (the “**Scheme Document**”) in relation to the conditional proposal for all the issued shares of the Company by the Offeror by way of a scheme of arrangement (under section 86 of the Companies Law); (ii) the joint announcement issued by the Offeror and the Company dated 14 September 2016 in relation to the results of the Court Meeting and the EGM; and (iii) the joint announcement issued by the Offeror and the Company dated 23 September 2016 in relation to the sanction of the Scheme by the Grand Court. Terms used in this announcement shall have the same meaning given to them in the Scheme Document unless the context otherwise requires.

## **EFFECTIVE DATE OF THE SCHEME**

The Scheme was sanctioned without modification and the reduction of issued share capital of the Company and the corresponding issue of Shares to the Offeror pursuant to the Scheme was confirmed by the Grand Court on Thursday, 22 September 2016 (Cayman Islands time) (i.e. Friday, 23 September 2016 (Hong Kong time)). An official copy of the Order of the Grand Court sanctioning the Scheme was delivered to the Registrar of Companies in the Cayman Islands for registration on Thursday, 29 September 2016 (Cayman Islands time) (i.e. Friday, 30 September 2016 (Hong Kong time)) and the registration became effective on the same day. All the Conditions as set out in the Scheme Document were fulfilled and the Scheme became effective on Thursday, 29 September 2016 (Cayman Islands time) (i.e. Friday, 30 September 2016 (Hong Kong time)).

## **WITHDRAWAL OF LISTING**

The withdrawal of the listing of the Shares on the Main Board of the Stock Exchange is expected to become effective from 4:00 p.m. on Friday, 30 September 2016 (Hong Kong time).

## **PAYMENT UNDER THE SCHEME**

Cheques for payment of the Cancellation Price payable under the Scheme will be despatched to the Scheme Shareholders as soon as possible but in any event on or before Wednesday, 12 October 2016.

## **OPTION OFFER AND SHARE AWARD OFFER BECAME UNCONDITIONAL, RESULTS OF THE OPTION OFFER AND THE SHARE AWARD OFFER, CLOSING OF THE SHARE AWARD OFFER AND EXTENSION OF THE OPTION OFFER AND DESPATCH OF CHEQUES UNDER THE OPTION OFFER AND THE SHARE AWARD OFFER**

Each of the Option Offer and the Share Award Offer is conditional upon the Scheme becoming effective. Accordingly, the Option Offer and the Share Award Offer became unconditional on Thursday, 29 September 2016 (Cayman Islands time) (i.e. Friday, 30 September 2016 (Hong Kong time)).

In respect of the Option Offer, as at 4:00 p.m. on Thursday, 29 September 2016 (Hong Kong time), the Offeror has received valid acceptances of the Option Offer in respect of 29,993,959 Share Option(s). This represents acceptance in respect of 29,993,959 outstanding Share Option(s), representing 89.11% of the total number of outstanding Share Option(s) as at Option Offer Record Date. The Option Offer will remain open for acceptance until 4:00 p.m. on Friday, 14 October 2016. Any Share Options (to the extent not exercised) will lapse automatically on the Option Offer Closing Date and the Optionholders of such Share Options who have not accepted the Option Offer by 4:00 p.m. on Friday, 14 October 2016 will not receive the Option Cancellation Price from the Offeror.

In respect of the Share Award Offer, as at 4:00 p.m. on Thursday, 29 September 2016 (Hong Kong time), the Offeror has received the valid acceptance of the Share Award Offer from the Trustee in respect of all the Unallotted Awarded Shares. Accordingly, the Share Award Offer has been closed upon the Share Award Offer becoming unconditional on Thursday, 29 September 2016 (Cayman Islands time) (i.e. Friday, 30 September 2016 (Hong Kong time)).

Cheques for payment of the Option Cancellation Price payable under the Option Offer will be despatched to the Optionholders who accepted the Option Offer at the risk of the recipients within seven (7) Business Days following the later of the Effective Date (i.e. the date that the Option Offer becomes unconditional) and the date of receipt of validly completed and executed Option Form(s) of Acceptance but in any event on or before Tuesday, 25 October 2016.

Cheques for payment of the Share Award Amount payable under the Share Award Offer will be despatched or made to the Trustee at the risk of the recipient within seven (7) Business Days following the Effective Date (i.e. the date that the Share Award Offer becomes unconditional).

## GENERAL

The interests of the Offeror and the Offeror Concert Parties in (i) the Scheme Shares immediately before commencement of the Offer Period and as at the date of this joint announcement; (ii) the Share Options (including both exercisable and unexercisable) immediately before commencement of the Offer Period and as at the date of this announcement; and (iii) the Unallotted Awarded Shares (including both vested and unvested) immediately before commencement of the Offer Period and as at the date of this announcement are as follows:

### Scheme Shares

| Shareholders                   | Immediately before commencement of the Offer Period |                     | As at the date of this joint announcement |                      |
|--------------------------------|---|---------------------|---|----------------------|
|                                | <i>Number of Shares</i>                             | <i>%</i>            | <i>Number of Shares</i>                   | <i>%</i>             |
| Offeror                        | <u>829,356,000</u>                                  | <u>65.22</u>        | <u>1,278,984,117</u>                      | <u>100.00</u>        |
| <b>Offeror Concert Parties</b> |   |                     |   |                      |
| Li Dongsheng                   | 50,932,050  | 4.01                | –   | –                    |
| Guo Aiping                     | 2,359,280   | 0.19                | –   | –                    |
| Huang Xubin                    | 21,474  | 0.00                | –   | –                    |
| Bo Lianming                    | 65,700  | 0.01                | –   | –                    |
| Du Yuanhua                     | 5,126   | 0.00                | –   | –                    |
| <b>Total number</b>            | <u><b>882,739,630</b></u>                           | <u><b>69.43</b></u> | <u><b>1,278,984,117</b></u>               | <u><b>100.00</b></u> |

## Share Options

| Optionholders                  | Share Options (including both exercisable and unexercisable) |   |  |
|--------------------------------|--|---|--|
|                                | Immediately before commencement of the Offer Period          | As at the date of this joint announcement | Amount of Option Cancellation Price entitled to receive (HK\$) |
| Offeror                        | —  | —   | —  |
| <b>Offeror Concert Parties</b> |  |   |  |
| Li Dongsheng                   | 3,131,500  | —   | 3,496,897.03   |
| Guo Aiping                     | 9,764,885  | —   | 25,734,785.43  |
| Huang Xubin                    | 1,166,081  | —   | 4,666,026.10   |
| Bo Lianming                    | 70,000   | —   | 259,700.00   |
| Du Yuanhua                     | 35,819   | —   | 60,892.30  |
| <b>Total number</b>            | <b>14,168,285</b> (Note)                                     | <b>—</b>                                  | <b>34,218,300.86</b>   |

*Note:* The number of Shares which would have been issued upon the exercise of such Share Options would have represented (i) approximately 1.11% of the entire issued share capital of the Company; and (ii) approximately 1.10% of the entire issued share capital of the Company as enlarged by the exercise of these Share Options.

## Unallotted Awarded Shares

| Grantees                       | Unallotted Awarded Shares (including both vested and unvested) |   |   |
|--------------------------------|--|---|---|
|                                | Immediately before commencement of the Offer Period            | As at the date of this joint announcement | Amount of Share Award Amount entitled to receive (HK\$) |
| Offeror                        | —  | —   | —   |
| <b>Offeror Concert Parties</b> |  |   |   |
| Li Dongsheng                   | 212,995  | —   | 1,597,462.50  |
| Guo Aiping                     | 291,972  | —   | 2,189,790.00  |
| Huang Xubin                    | 42,948   | —   | 322,110.00  |
| Bo Lianming                    | —  | —   | —   |
| Du Yuanhua                     | 10,253   | —   | 76,897.50   |
| <b>Total number</b>            | <b>558,168</b>   | <b>—</b>                                  | <b>4,186,260.00</b>                                     |

Save as disclosed above, the Offeror and the Offeror Concert Parties did not hold, control or direct any Shares and rights over Shares immediately prior to commencement of the Offer Period.

Save for the issuance and allotment of the Shares to the Offeror pursuant to the Proposal after the Scheme became effective, none of the Offeror and the Offeror Concert Parties had acquired or agreed to acquire any Shares and rights over the Shares during the Offer Period.

None of the Offeror and Offeror Concert Parties had borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of Company during the Offer Period.

Save as disclosed above, none of the Offeror and the Offeror Concert Parties had dealt in any Shares, or any convertible securities, warrants, options or derivatives in respect of the Shares during the Offer Period.

**EXPECTED TIMETABLE**

The remaining expected events and the corresponding dates and times are as follows. Further announcement(s) will be made if there is any change to the following expected timetable.

**Hong Kong time**  
*(unless otherwise stated)*

Announcement of the results of the Option Offer  
on the website of the SFC . . . . . no later than 7:00 p.m.  
on Friday, 14 October 2016

Announcement of the results of the Option  
Offer published in one leading English  
language newspaper and one leading Chinese  
language newspaper . . . . . Saturday, 15 October 2016

Latest time to despatch cheques for cash payment  
under the Option Offer, in respect of the Share  
Options as at the Option Offer Record Date (*Note*) . . . . . on or before Tuesday,  
25 October 2016



*Note:* Payment by cheque in respect of validly completed and executed Option Forms of Acceptance received after the Option Offer Record Date but at or before 4:00 p.m. on 14 October 2016 will be despatched within seven Business Days following the later of the date that the Option Offer becomes unconditional and the date of receipt of such validly completed and executed Option Forms of Acceptance.

By order of the board of directors of  
**T.C.L. INDUSTRIES HOLDINGS  
(H.K.) LIMITED**  
(T.C.L.實業控股(香港)有限公司)  
**LI Dongsheng**  
*Director*

By order of the Board of  
**TCL Communication Technology  
Holdings Limited**  
(TCL通訊科技控股有限公司)  
**LI Dongsheng**  
*Chairman*

Hong Kong, 30 September 2016

*As at the date of this announcement, the directors of the Offeror are Mr. LI Dongsheng, Mr. DU Yuanhua, Mr. YUAN Bing and Mr. HUANG Xubin.*

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

*As at the date of this announcement, the executive Directors are Mr. LI Dongsheng, Mr. GUO Aiping and Mr. Nicolas Daniel Bernard ZIBELL; the non-executive Directors are Mr. HUANG Xubin and Mr. LIAO Qian; the independent non-executive Directors are Mr. LAU Siu Ki, Mr. LOOK Andrew and Mr. KWOK Hoi Sing.*

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

*As at the date of this announcement, the executive directors of TCL Corp. are Mr. LI Dongsheng, Mr. BO Lianming, Mr. HUANG Xubin, Mr. GUO Aiping and Ms. WU Shihong; the non-executive directors of TCL Corp. are Mr. LIU Bin, Mr. HE Jinlei and Mr. ZHAO Weiguo; and the independent non-executive directors of TCL Corp. are Mr. YAN Yan, Ms. LU Xin, Mr. ZHOU Guofu and Mr. WU Ying.*



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