

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this 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 announcement.



CHINA ELECTRONICS CORPORATION HOLDINGS COMPANY LIMITED
中國電子集團控股有限公司*

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 00085)

(Stock Code: 85940)

**ANNOUNCEMENT PURSUANT TO
RULE 13.09 OF THE LISTING RULES AND
INSIDE INFORMATION PROVISIONS
UNDER PART XIVA OF THE SECURITIES AND
FUTURES ORDINANCE**

CLOSE OF OFFER PERIOD

This announcement is made by China Electronics Corporation Holdings Company Limited (the “**Company**”) pursuant to the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) and Rule 13.09(2)(a) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited.

Reference is made to the announcements (the “**Announcements**”) of the Company dated 16 October 2015 and 13 November 2015. Unless otherwise specified, capitalised terms used herein shall bear the same meanings as those used in the Announcements.

* *For identification purpose only*

CLOSE OF OFFER PERIOD

Pursuant to the Possible Disposal and the Possible Subscription which, if proceeded with and eventually consummated, may result in the Company owning a controlling interest in the Buyer and therefore, the Company would ordinarily be obliged to make a mandatory general offer under Rule 26 of the Takeovers Code for all the issued shares of the Buyer (other than those already owned by or agreed to be acquired by the Company and parties acting in concert (as defined under the Takeovers Code) with it) unless a whitewash waiver (the “**Whitewash Waiver**”, together with the Possible Disposal and the Possible Subscription, the “**Whitewash Transaction**”) is granted by the Executive.

The Board would like to update the shareholders of the Company that, while the Company and the Buyer are still undergoing ongoing discussions, it is confirmed that the Possible Disposal and the Possible Subscription would not be proceeded with if the Whitewash Waiver is not granted by the Executive or the Whitewash Transaction is not approved by the independent shareholders of the Buyer.

Hence, for the purposes of the Takeovers Code, there will be no proposed or possible offer. As at the date of this announcement, the offer period which commenced on 16 October 2015 is thus closed.

Shareholders and potential investors of the Company are advised that the parties are currently still in discussions in respect of the Possible Disposal and the Possible Subscription and no binding agreement has been entered into by the parties. Accordingly, there is no assurance that any transaction mentioned in the Announcements will materialise or ultimately be consummated. Shareholders and potential investors of the Company are urged to exercise extreme caution when dealing in the securities of the Company.

By order of the Board

China Electronics Corporation Holdings Company Limited

Rui Xiaowu

Chairman

Hong Kong, 23 November 2015

As at the date of this announcement, the Board comprises two Non-executive Directors, namely Mr. Rui Xiaowu (Chairman) and Mr. Dong Haoran, two Executive Directors, namely Mr. Liu Hongzhou (Vice Chairman) and Mr. Xie Qinghua (Managing Director), and three Independent Non-executive Directors, namely Mr. Chan Kay Cheung, Mr. Qiu Hongsheng and Mr. Chow Chan Lum.

All directors of the Company jointly and severally accept full responsibility for accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement 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.