

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

*This announcement is not intended to and does not constitute, or form part of, any offer to sell or subscribe for or an invitation to purchase or subscribe for any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Proposal or otherwise, nor shall there be any sale, issuance or transfer of securities of the Company in any jurisdiction in contravention of applicable law. The Proposal will be made solely through the Scheme Document, which will contain the full terms and conditions of the Proposal, including details of how to vote in favour of the Proposal. Any acceptance or other response to the Proposal should be made only on the basis of information in the Scheme Document or any other document by which the Proposal is made.*



**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**

**PROPOSAL FOR THE PRIVATISATION OF  
TCL COMMUNICATION TECHNOLOGY HOLDINGS LIMITED  
(TCL通訊科技控股有限公司)  
BY THE OFFEROR  
BY WAY OF A SCHEME OF ARRANGEMENT  
(UNDER SECTION 86 OF THE COMPANIES LAW)**

## **DESPATCH OF SCHEME DOCUMENT**

**Financial Adviser to Offeror**



**BNP PARIBAS**

**Independent Financial Adviser to Independent Board Committee**



**REORIENT Financial Markets Limited**

## **DESPATCH OF SCHEME DOCUMENT**

The Scheme Document together with the respective notices of the Court Meeting and EGM to be held on Wednesday, 14 September 2016 and the relevant proxy forms have been despatched to the Shareholders on Monday, 22 August 2016.

## **RECOMMENDATIONS OF THE INDEPENDENT BOARD COMMITTEE**

The Scheme Document contains, among others, a letter from REORIENT, the Independent Financial Adviser, giving its advice and recommendations to the Independent Board Committee, and a letter from the Independent Board Committee containing its recommendations to the Independent Shareholders, the Optionholders and the Trustee so far as the interest of the grantees of the relevant Unallotted Awarded Shares are concerned (as the case may be) in respect of, among others, the Proposal, the Scheme, the Option Offer and the Share Award Offer. The Independent Shareholders, the Optionholders and the Trustee are urged to read and consider carefully the recommendations of the Independent Board Committee and the advice and recommendations of the Independent Financial Adviser, in relation to the Proposal, the Scheme, the Option Offer, and the Share Award Offer respectively, set out in the letter from the Independent Board Committee and the letter from REORIENT, respectively.

## **CLOSURE OF REGISTER OF MEMBERS OF THE COMPANY**

For the purpose of determining the entitlements of Shareholders to attend and vote at the Court Meeting and the EGM, the register of members of the Company in the Cayman Islands and in Hong Kong will be closed from Monday, 12 September 2016 to Wednesday, 14 September 2016 (both days inclusive). During such period, no transfer of Shares will be effected.

## **CONDITIONS OF THE PROPOSAL**

Shareholders and potential investors should be aware that the Proposal, the Scheme, the Option Offer and the Share Award Offer are subject to the satisfaction, or waiver, as applicable, of the Conditions, and thus the Proposal may not become unconditional and the Scheme, the Option Offer and the Share Award Offer may or may not become effective. Subject to all Conditions being fulfilled or waived, as applicable, the Scheme, the Option Offer and the Share Award Offer are expected to become effective on Thursday, 29 September 2016 (Cayman Islands time) (i.e. Friday, 30 September 2016 (Hong Kong time)). Details of these Conditions are set out in the Scheme Document. The Scheme, the Option Offer and the Share Award Offer will lapse if they do not become effective on or before 31 December 2016 (or such later date as the Offeror and the Company may agree and the Grand Court may allow and in accordance with the Takeovers Code). The Shareholders will be notified accordingly by announcement.

A detailed timetable for the Proposal is set out in this announcement under the paragraph headed “Expected timetable”.

**Shareholders and potential investors should exercise caution when dealing in the Shares and any rights in respect of them. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.**

## **INTRODUCTION**

References are made to (i) the joint announcement issued by T.C.L. INDUSTRIES HOLDINGS (H.K.) LIMITED (the “**Offeror**”) and TCL Communication Technology Holdings Limited (the “**Company**”) dated 12 June 2016 (the “**Joint Announcement**”) 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 3 July 2016, in which it was announced that the Company applied to the Executive for its consent to an extension of the time limit for the despatch of the Scheme Document from 3 July 2016 to no later than 15 September 2016.

Terms used in this announcement shall have the same meanings given to them in the Joint Announcement and the Scheme Document unless the context otherwise requires.

## **DESPATCH OF THE SCHEME DOCUMENT**

The Scheme Document together with the respective notices of the Court Meeting and EGM to be held on Wednesday, 14 September 2016 and the relevant proxy forms have been despatched to the Shareholders on Monday, 22 August 2016.

The Scheme Document contains, among others, further details of the Proposal, the Scheme, the Option Offer and the Share Award Offer, the expected timetable, a letter from REORIENT, the Independent Financial Adviser, a letter from the Independent Board Committee, the explanatory statement of the Scheme as required under the Companies Law, general information regarding the Company and the Offeror, a notice of Court Meeting and a notice of EGM.

## **RECOMMENDATIONS OF THE INDEPENDENT BOARD COMMITTEE**

The Independent Board Committee, which comprises all independent non-executive Directors, namely Mr. Lau Siu Ki, Mr. Look Andrew and Mr. Kwok Hoi Sing and a non-executive Director, namely Mr. Liao Qian, has been established by the Board to make recommendation to the (i) Independent Shareholders as to whether the Proposal and the Scheme are, or are not, fair and reasonable and as to voting; (ii) Optionholders as to whether the Option Offer is, or is not, fair and reasonable and as to acceptance; and (iii) Trustee so far as the interest of the grantees of the relevant Unallotted Awarded Shares are concerned as to whether the Share Award Offer is, or is not, fair and reasonable and as to acceptance.

REORIENT has been appointed as the Independent Financial Adviser to advise the Independent Board Committee in connection with the Proposal, the Scheme, the Option Offer and the Share Award Offer.

The Scheme Document contains, among others, a letter from REORIENT, the Independent Financial Adviser, giving its advice and recommendations to the Independent Board Committee, and a letter from the Independent Board Committee containing its recommendations to the Independent Shareholders, the Optionholders and the Trustee so far as the interest of the grantees of the relevant Unallotted Awarded Shares are concerned (as the case may be) in respect of, among others, the Proposal, the Scheme, the Option Offer and the Share Award Offer.

The Independent Shareholders, the Optionholders and the Trustee are urged to read and consider carefully the recommendations of the Independent Board Committee and the advice and recommendations of the Independent Financial Adviser, in relation to the Proposal, the Scheme, the Option Offer, and the Share Award Offer respectively, set out in the letter from the Independent Board Committee and the letter from REORIENT, respectively.

#### **COURT MEETING AND EGM**

The Court Meeting and the EGM are scheduled to be held at 10:00 a.m. and 11:30 a.m. (or soon thereafter as the Court Meeting convened on the same day and place shall have been concluded or adjourned), respectively, on Wednesday, 14 September 2016 at Rooms 1-2, United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong. The Grand Court has directed that the Court Meeting shall be held for the Independent Shareholders to consider and, if thought fit, to approve the Scheme. The EGM shall be held for the Shareholders to consider, and if thought fit, to pass (i) the special resolution to approve the Reduction; (ii) the special resolution to approve the withdrawal of the listing of the Shares on the Stock Exchange following the Effective Date; and (iii) the ordinary resolution to immediately restore the issued share capital of the Company to the same amount prior to the cancellation of the Scheme Shares by paying up in full, at par, such number of new Shares as is equal to the number of Shares cancelled as a result of the Scheme, credited as fully paid, for issuance to the Offeror.

Notice of the Court Meeting and the EGM are also contained in the Scheme Document. Further announcement(s) will be made by the Company in relation to, among others, the voting results of the Court Meeting and the EGM.

## **CLOSURE OF REGISTER OF MEMBERS OF THE COMPANY**

For the purpose of determining the entitlements of Shareholders to attend and vote at the Court Meeting and the EGM, the register of members of the Company in the Cayman Islands and in Hong Kong will be closed from Monday, 12 September 2016 to Wednesday, 14 September 2016 (both days inclusive). During such period, no transfer of Shares will be effected. In order to qualify to attend and vote at the Court Meeting and at the EGM, the Independent Shareholders and Shareholders respectively should ensure that the relevant transfer documentation for their Shares is lodged with the share registrar of the Company in Hong Kong for registration in their names or in the names of their nominees before the closure of the register of members of the Company. The share registrar of the Company in Hong Kong is Tricor Investor Services Limited, located at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.

## **CONDITIONS OF THE PROPOSAL**

Shareholders and potential investors should be aware that the Proposal, the Scheme, the Option Offer and the Share Award Offer are subject to the satisfaction, or waiver, as applicable, of the Conditions, and thus the Proposal may not become unconditional and the Scheme, the Option Offer and the Share Award Offer may or may not become effective. Subject to all Conditions being fulfilled or waived, as applicable, the Scheme, the Option Offer and the Share Award Offer are expected to become effective on Thursday, 29 September 2016 (Cayman Islands time) (i.e. Friday, 30 September 2016 (Hong Kong time)). Details of these Conditions are set out in the Scheme Document. The Scheme, the Option Offer and the Share Award Offer will lapse if they do not become effective on or before 31 December 2016 (or such later date as the Offeror and the Company may agree and the Grand Court may allow and in accordance with the Takeovers Code). The Shareholders will be notified accordingly by announcement.

## **EXPECTED TIMETABLE**

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

Latest time for Optionholders to lodge notices  
of exercise (accompanied by full payment) of  
their exercisable Share Options in order to  
become entitled to attend and vote at the  
Court Meeting and the EGM <sup>(Note 1)</sup> . . . . . before 3:30 p.m. on Friday,  
9 September 2016

Latest time for lodging transfers of the Shares  
in order to qualify for attending and voting at  
the Court Meeting and the EGM . . . . . before 4:30 p.m. on Friday,  
9 September 2016

Register of members of the Company closed for determination of entitlements of the Shareholders to attend and vote at the Court Meeting and at the EGM <sup>(Note 2)</sup> . . . . . Monday, 12 September 2016 to Wednesday, 14 September 2016 (both days inclusive)

Latest time for lodging forms of proxy in respect of the:  
Court Meeting <sup>(Note 3)</sup> . . . . . 10:00 a.m. on Monday, 12 September 2016  
EGM <sup>(Note 3)</sup> . . . . . 11:30 a.m. on Monday, 12 September 2016

Meeting Record Date . . . . . Wednesday, 14 September 2016

Court Meeting <sup>(Note 4)</sup> . . . . . 10:00 a.m. on Wednesday, 14 September 2016

EGM <sup>(Note 4)</sup> . . . . . 11:30 a.m. on Wednesday, 14 September 2016  
(or as soon as after the conclusion or adjournment of the Court Meeting)

Announcement of the results of the Court Meeting and the EGM published on the website of the Stock Exchange and the Company. . . . . no later than 7:00 p.m. on Wednesday, 14 September 2016

Expected last day for dealing in the Shares on the Stock Exchange. . . . . 4:00 p.m. on Thursday, 22 September 2016

Court Hearing to sanction the Scheme and to confirm the Reduction <sup>(Note 5)</sup> . . . . . Thursday, 22 September 2016  
**(Cayman Islands time)**  
(i.e. Friday, 23 September 2016  
**(Hong Kong time)**)

Announcement of (1) the results of the Court Hearing; and (2) the intention to withdraw the listing of the Shares on the Stock Exchange . . . . . no later than 8:30 a.m. on Monday, 26 September 2016

Latest time for lodging transfers of the Shares to qualify for entitlements under the Scheme. . . . . 4:30 p.m. on Tuesday, 27 September 2016

Register of members of the Company closed for determination of the Scheme Shareholders who are qualified for entitlements under the Scheme . . . . . Wednesday, 28 September 2016 onwards

Latest time for Optionholders to lodge notices of exercise (accompanied by full payment) of their exercisable Share Options in order to become qualified for entitlements under the Scheme <sup>(Note 6)</sup> . . . . . before 3:00 p.m. on Thursday, 29 September 2016

Option Offer Record Date . . . . . Thursday, 29 September 2016

Share Award Offer Record Date . . . . . Thursday, 29 September 2016

Record Date (for determining entitlements under the Scheme). . . . . Thursday, 29 September 2016

Effective Date <sup>(Note 7)</sup> . . . . . Thursday, 29 September 2016  
**(Cayman Islands time)**  
(i.e. Friday, 30 September 2016  
**(Hong Kong time)**)

Announcement of (1) the Effective Date; and (2) the withdrawal of the listing of the Shares on the Stock Exchange . . . . . no later than 8:30 a.m. on Friday, 30 September 2016

Expected withdrawal of the listing of the Shares on the Stock Exchange becomes effective . . . . . 4:00 p.m. on Friday, 30 September 2016

Latest time to despatch cheques for cash entitlements under the Scheme <sup>(Note 8)</sup> . . . . . on or before Wednesday, 12 October 2016

Latest time to accept the Share Award Offer and closing date of the Share Award Offer <sup>(Note 9)</sup> . . . . . 4:00 p.m. on Friday, 14 October 2016

Latest time to accept the Option Offer and closing date of the Option Offer <sup>(Note 10)</sup> . . . . . 4:00 p.m. on Friday, 14 October 2016



Lapse of outstanding Share Options not tendered  
into under Option Offer. . . . . 4:00 p.m. on Friday,  
14 October 2016

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

Announcement of the results of the Option Offer  
and the Share Award 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 <sup>(Note 11)</sup> . . . . . on or before Tuesday,  
25 October 2016

Latest time to despatch cheques for cash payment  
under the Share Award Offer, in respect of  
the Unallotted Awarded Shares as at the  
Share Award Offer Record Date <sup>(Note 12)</sup> . . . . . on or before Tuesday,  
25 October 2016

**Shareholders, the Optionholders and the Trustee should note that the timetable is subject to change. Further announcement(s) will be made in the event that there is any change to the timetable.**

*Notes:*

1. Optionholders who exercise their outstanding Share Options after the time and date stated above are not able to exercise their Share Options in time to entitle them to attend and vote at the Court Meeting and the EGM.
2. The closure of the register of members of the Company during this period is not for the purpose of determining entitlements under the Scheme. Instead, it is for the purpose of determining entitlements of the Shareholders to attend and vote at the Court Meeting and the EGM.
3. Forms of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited with Tricor Investor Services Limited, the Company's Hong Kong branch share registrar, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not later than the time and date stated above. The pink form of proxy in respect of the Court Meeting may alternatively be handed to the chairman of the Court Meeting at the Court Meeting before the taking of the poll. In order to be



valid, the pink form of proxy for the Court Meeting and the white form of proxy for the EGM must be deposited by the time and date stated above. Completion and return of a form of proxy for the Court Meeting and/or the EGM will not preclude a Shareholder entitled to do so from attending the relevant meeting and voting in person. In such event, the relevant form of proxy will be deemed to have been revoked.

4. The Court Meeting and the EGM will be held at Rooms 1-2, United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong at the times and dates specified above. Notice of the Court Meeting is set out in Appendix IV to the Scheme Document and notice of the EGM is set out in Appendix V to the Scheme Document.
5. All references in this announcement to times and dates are references to Hong Kong times and dates, other than references to the expected dates of the Court Hearing of the petition to sanction the Scheme and to confirm the Reduction and the Effective Date, which are the relevant times and dates in the Cayman Islands. Cayman Islands time is 13 hours behind Hong Kong time.
6. Pursuant to the implemented Share Option Schemes Amendments, if the Scheme is formally proposed to the Shareholders prior to the expiry of the Share Options, the Optionholders shall be entitled to exercise their respective Share Options (to the extent not exercised) at any time up to 3:00 p.m. on the Record Date and outstanding Share Options (to the extent not exercised) will lapse automatically on the date on which the Option Offer closes. Hence, holders of Share Options who do not exercise their respective outstanding Share Options prior to 3:00 p.m. on the Record Date shall only be entitled to accept the Option Offer.
7. The Scheme will become effective upon all the Conditions having been satisfied or waived, as applicable.
8. Cheques for cash entitlements to the Scheme Shareholders will be despatched by ordinary post in pre-paid envelopes addressed to Scheme Shareholders at their respective addresses as appearing in the register of members at the Record Date or, in the case of joint holders, at the address appearing in the register of members at the Record Date of the joint holder whose name then stands first in the register of members in respect of the relevant joint holdings as soon as possible but in any event within seven Business Days from the Effective Date. Cheques shall be posted at the risk of the addresses and neither the Offeror nor the Company shall be responsible for any loss or delay in receipt.
9. Award Form of Acceptance, duly completed and executed in accordance with the instructions on it, must be lodged with the Offeror at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for the attention to the Offeror Board and marked "TCL Communication Technology Holdings Limited – Share Award Offer" by no later than 4:00 p.m. on 14 October 2016 (or such later date and time as may be notified to you by the Company, the Offeror or BNP).
10. Option Form(s) of Acceptance, duly completed and executed in accordance with the instructions on them, must be lodged with the Offeror at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for the attention of the Offeror Board and marked "TCL Communication Technology Holdings Limited – Option Offer" by no later than 4:00 p.m. on 14 October 2016 (or such later date and time as may be notified to you by the Company, the Offeror or BNP).

11. 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.
12. Payment by cheque in respect of validly completed and executed Award Form of Acceptance received after the Share Award Offer Record Date but at or before 4:00 p.m. 14 October 2016 will be despatched within seven Business Days following the later of the date the Share Award Offer becomes unconditional and the date of receipt of the validly completed and executed Award Form of Acceptance.

**Warnings:**

**Shareholders and potential investors should be aware that the Proposal, the Scheme, the Option Offer and the Share Award Offer are subject to the satisfaction, or waiver, as applicable, of the Conditions, and thus the Proposal may or may not become unconditional and the Scheme, the Option Offer and the Share Award Offer may or may not become effective. Shareholders and potential investors should exercise caution when dealing in the Shares and any rights in respect of them. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.**

**The Offeror and the Offeror Concert Parties hereby remind their respective associates of the dealing restrictions under the Takeovers Code and to disclose their permitted dealings, if any, in any securities of the Company.**

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, 22 August 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 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.*