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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)

**ANNOUNCEMENT PURSUANT TO RULE 3.8 OF
THE TAKEOVERS CODE**

Reference is made to the (i) announcement (the “Announcement”) jointly issued by TCL Communication Technology Holdings Limited (the “Company”) and T.C.L. INDUSTRIES HOLDINGS (H.K.) LIMITED (the “Offeror”) dated 12 June 2016 in relation, among other matters, the proposal for the privatisation of the Company by the Offeror by way of a scheme of arrangement (under section 86 of the Companies Law); and (ii) announcements of the Company dated 14 June 2016, 15 June 2016, 16 June 2016, 19 June 2016, 20 June 2016, 21 June 2016, 22 June 2016, 23 June 2016, 24 June 2016, 27 June 2016, 28 June 2016, 29 June 2016, 30 June 2016, 4 July 2016, 5 July 2016, 6 July 2016, 7 July 2016, 8 July 2016, 11 July 2016, 12 July 2016, 13 July 2016, 14 July 2016, 15 July 2016, 18 July 2016, 19 July 2016, 20 July 2016, 21 July 2016, 22 July 2016, 25 July 2016, 26 July 2016, 28 July 2016, 1 August 2016, 10 August 2016, 15 August 2016, 16 August 2016, 17 August 2016, 18 August 2016, 19 August 2016, 22 August 2016 and 23 August 2016 respectively in relation to the update of number of relevant securities of the Company. Unless otherwise defined, terms used in this announcement shall have the same meanings as those used in the Announcement.

UPDATE OF NUMBER OF RELEVANT SECURITIES OF THE COMPANY

The Board wishes to announce that on 24 August 2016, 61,350 new Shares have been allotted and issued pursuant to the exercise of 21,000 Share Options and 40,350 Share Options granted under the Pre-IPO Share Option Scheme at an exercise price of HK\$2.74 per Share and HK\$3.79 per Share respectively.

As at 24 August 2016 (after allotment and issuance of the Shares above), the relevant securities of the Company comprised of (i) 1,278,731,684 Shares in issue; (ii) 33,954,045 outstanding Share Options; and (iii) 7,820,051 outstanding Awarded Shares, including (a) 566,668 Trustee Held Allotted Awarded Shares; and (b) 7,253,383 Unallotted Awarded Shares. Save for the aforesaid, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date hereof.

DEALING DISCLOSURE

The associates (as defined in the Takeovers Code) of the Company are hereby reminded to disclose their dealings in any securities of the Company pursuant to the requirements of the Takeovers Code. Reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“RESPONSIBILITIES OF STOCKBROKERS, BANKS AND OTHER INTERMEDIARIES

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than HK\$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

Shareholders and potential investors of the Company should be aware that implementation of the Proposal is subject to the Conditions being fulfilled or waived, as applicable, and thus the Proposal may or may not be implemented and the Scheme may or may not become effective. Shareholders and potential investors should therefore exercise in caution when dealing in the securities of the Company.

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, 24 August 2016

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

All the Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, 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.