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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) RESULTS OF THE COURT MEETING AND THE EGM  
AND  
(2) CLOSURE OF REGISTER OF MEMBERS OF  
TCL COMMUNICATION TECHNOLOGY HOLDINGS LIMITED  
(TCL通訊科技控股有限公司)  
AND  
(3) PROPOSED WITHDRAWAL OF LISTING OF THE SHARES**

**Financial Adviser to Offeror**



**BNP PARIBAS**

**Independent Financial Adviser to Independent Board Committee**

**瑞東**  
**REORIENT** The logo for Reorient, featuring the Chinese characters "瑞東" above the word "REORIENT" and a stylized orange circular emblem to the right.

## **RESULTS OF THE COURT MEETING AND THE EGM**

The resolution to approve the Scheme was approved by the Independent Shareholders at the Court Meeting.

The (i) special resolution to approve and give effect to the Reduction resulting from the cancellation of the Scheme Shares; (ii) special resolution to approve the withdrawal of the listing of the Shares on the Stock Exchange following the Effective Date; and (iii) ordinary resolution to approve the restoration in the issued share capital of the Company to the amount prior to the cancellation of the Scheme Shares and to apply the credit arising in its books of account as a result of the Reduction to pay up in full at par and issue to the Offeror such number of new Shares as is equal to the number of Scheme Shares cancelled were approved by the Shareholders at the EGM.

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

For the purpose of determining the Shareholders who are qualified for entitlements under the Scheme, the register of members of the Company in the Cayman Islands and in Hong Kong will be closed from Wednesday, 28 September 2016 onwards. On such day and onwards, no transfer of Shares will be effected.

## **INTRODUCTION**

This announcement is made further to 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). Terms used in this announcement shall have the same meaning given to them in the Scheme Document unless the context otherwise requires.

## **RESULTS OF THE COURT MEETING**

The Court Meeting was held at 10:00 a.m. on Wednesday, 14 September 2016 at Rooms 1-2, United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong. Shareholders who were present and voting either in person or by proxy were entitled to vote in respect of all of their respective Shares. In compliance with both Section 86 of the Companies Law and Rule 2.10 of the Takeovers Code, the approval required to be obtained at the Court Meeting in respect of the Scheme would be regarded as obtained if (1) the Scheme is approved (by way of poll) by a majority in number of the Independent Shareholders representing not less than 75% in value of the Scheme Shares held present and voting either in person or by proxy at the Court Meeting; provided that (2) the Scheme is approved (by way of poll) by the Independent Shareholders holding at least 75% in value of the Scheme Shares held by the Independent Shareholders that are present and voting either in person or by proxy at the Court Meeting; and (3) the number of votes cast (by way of poll) by the Independent Shareholders present and voting either in person or by proxy at the Court Meeting against the resolution to approve the Scheme at the Court Meeting is not more than 10% of the votes attaching to Scheme Shares held by all the Independent Shareholders.

The poll results in respect of the resolution to approve the Scheme at the Court Meeting were as follows:

	<b>Total number of votes cast by the Independent Shareholders either in person or by proxy</b>	<b>Votes cast by the Independent Shareholders either in person or by proxy in favour of the Scheme</b>	<b>Votes cast by the Independent Shareholders either in person or by proxy against the Scheme</b>
<b>(1) Number of Shares represented</b>	262,553,578	261,698,538	855,040
<i>Approximate percentage represented</i>	100.00%	99.67%	0.33%
<b>(2) Number of Independent Shareholders:</b>	338 (Note)	333	6
<i>Approximate percentage represented</i>	100.00%	98.23%	1.77%
<b>(3) Approximate percentage of (i) 855,040 Shares over (ii) 395,346,710 Shares, where (i) is the number of votes cast (by way of poll) against the Scheme, and (ii) is the number of all Shares held by all of the Independent Shareholders</b>			0.22%

*Note:* At the Court Meeting, 333 Independent Shareholders voted in favour of the Scheme and 6 Independent Shareholders voted against the Scheme. HKSCC Nominees Limited, being the nominees for and on behalf of different ultimate beneficial Independent Shareholders, has voted both in favour of and against the Scheme at the Court Meeting. HKSCC Nominees Limited was counted above as one Independent Shareholder voting in favour of the Scheme and one Independent Shareholder voting against the Scheme, on the basis that certain Scheme Shares registered in the name of HKSCC Nominees Limited were voted in favour of the Scheme and certain Scheme Shares so registered voted against the Scheme. HKSCC Nominees Limited casted its votes in accordance with the instructions of CCASS Participants in compliance with the “General Rules of CCASS” and the “CCASS Operational Procedures” in effect from time to time. With respect to the underlying votes of the CCASS Participants, 38 CCASS Participants voted in favour of the Scheme and 7 CCASS Participants voted against the Scheme.

Accordingly, in compliance with both Section 86 of the Companies Law and Rule 2.10 of the Takeovers Code: (1) the resolution proposed at the Court Meeting to approve the Scheme was duly passed by a majority in number of the Shareholders representing not less than 75% in value of the Shares held by the Independent Shareholders who were present and voting either in person or by proxy at the Court Meeting; (2) the resolution to approve the Scheme at the Court Meeting was also duly passed (by way of poll) by Independent Shareholders holding at least 75% of the votes attaching to the Shares held by the Independent Shareholders that voted either in person or by proxy at the Court Meeting; and (3) the number of votes cast (by way of poll) by the Independent Shareholders present and voting either in person or by proxy at the Court Meeting against the resolution to approve the Scheme at the Court Meeting was not more than 10% of the votes attaching to all Shares held by all of the Independent Shareholders.

The total number of Shares entitling the holders to attend and vote for or against the Scheme at the Court Meeting was 395,346,710 Shares. For the purposes of satisfying Rule 2.10 of the Takeovers Code, Shareholders that are not Independent Shareholders abstained from voting at the Court Meeting in accordance with the Takeovers Code. None of the Offeror, the Offeror Concert Parties and Trustee (in respect of the Trustee Held Allotted Awarded Shares and the Trustee Held Pool Shares) voted their Shares at the Court Meeting.

In compliance with the order of the Grand Court, HKSCC Nominees Limited (as a common nominee in respect of Shares held in CCASS) was entitled to vote once for and once against the Scheme in accordance with instructions from persons admitted to participate in CCASS including those admitted to participate as an investor participant for the purposes of ascertaining whether or not the requirement that a “majority in number” of the Shareholders approve the Scheme, pursuant to section 86(2) of the Companies Law, has been satisfied. The number of votes cast in favour of the Scheme and the number of CCASS Participants on whose instructions they are cast and the number of votes cast against the Scheme and the number of CCASS Participants on whose instructions they are cast will be disclosed to the Grand Court and may be taken into account in deciding whether or not the Grand Court should exercise its discretion to sanction the Scheme.

Other than as disclosed above, no holder of Shares was required to abstain from voting on the Scheme at the Court Meeting nor did any person indicate in the Scheme Document that he/she/it intended to abstain from voting on or vote against the Scheme at the Court Meeting.

Tricor Investor Services Limited acted as scrutineer for the vote-taking at the Court Meeting.

## RESULTS OF THE EGM

The EGM was held after the conclusion of the Court Meeting on Wednesday, 14 September 2016 at Rooms 1-2, United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong for the purpose of considering, and if thought fit, passing the special and ordinary resolutions set out in the notice of the EGM dated 22 August 2016 (the “EGM Notice”).

The poll results in respect of the resolutions proposed at the EGM held after the conclusion of the Court Meeting were as follows:

Special Resolutions	Number of votes (%)	
	FOR	AGAINST
1. To approve the reduction of the issued share capital of the Company by cancelling and extinguishing the Scheme Shares as defined and more particularly set out in the EGM Notice	1,147,306,026 (99.93%)	805,640 (0.07%)
2. To approve the withdrawal of the listing of the Shares on the Stock Exchange following the Effective Date as more particularly set out in the EGM Notice	1,147,306,026 (99.93%)	806,240 (0.07%)
Ordinary Resolution	Number of votes (%)	
	FOR	AGAINST
3. To consider and approve the restoration in the issued share capital of the Company to the amount prior to the cancellation and extinguishment of the Scheme Shares and to apply the credit arising in its books of account of the Company as a result of the Reduction to pay up in full at par and issue to the Offeror such number of new Shares as is equal to the number of Scheme Shares cancelled	1,141,004,026 (99.93%)	828,640 (0.07%)

Accordingly, (1) special resolution to approve and give effect to the Reduction resulting from the cancellation of the Scheme Shares was duly passed by a majority of not less than 75% of the votes cast by the Shareholders present and voting (either in person or by proxy) at the EGM; (2) special resolution to approve the withdrawal of the listing of the Shares on the Stock Exchange following the Effective Date was duly passed by a majority of not less than 75% of the votes cast by the Shareholders present and voting (either in person or by proxy) at the EGM; and (3) the ordinary resolution to approve the restoration in the issued share capital of the Company to the amount prior to the cancellation and extinguishment of the Scheme Shares and to apply the credit arising in its books of account of the Company as a result of the Reduction to pay up in full at par and issue to the Offeror such number of new Shares as is equal to the number of Scheme Shares cancelled was duly passed by a simple majority of the votes cast by the Shareholders present and voting (either in person or by proxy) at the EGM.

The total number of Shares entitling the holders to attend and vote for or against the special resolutions and the ordinary resolution at the EGM described under paragraphs (1), (2) and (3) above, respectively, was 1,278,984,117 Shares. No holder of Shares was required to abstain from voting on either the special resolutions described under respective paragraph (1) and (2) above, or the ordinary resolution described under paragraph (3) above at the EGM nor did any person indicate in the Scheme Document that he/she/it intended to abstain from voting on or vote against the said resolutions at the EGM.

Tricor Investor Services Limited acted as scrutineer for the vote-taking at the EGM.

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

For the purpose of determining the Shareholders who are qualified for entitlements under the Scheme, the register of members of the Company in the Cayman Islands and in Hong Kong will be closed from Wednesday, 28 September 2016 onwards. No transfer of Shares will be effected after such day.

#### **PROPOSED WITHDRAWAL OF LISTING**

Subject to the Scheme becoming effective, 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).

**EXPECTED TIMETABLE**

The expected timetable for completing the remaining steps of the Proposal, including the withdrawal of the listing of the Shares, is as follows:

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

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 1)</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 the 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 2)</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 3)</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 4)</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 5)</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 6)</sup> . . . . . 4:00 p.m. on Friday,  
14 October 2016

Lapse of outstanding Share Options not  
tendered under the 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 website  
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 7)</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 8)</sup> . . . . . on or before Tuesday,  
25 October 2016

*Notes:*

1. 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 of the issued share capital of the Company by cancelling and extinguishing the Shares 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.
2. 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.
3. The Scheme shall become effective upon all the Conditions having been satisfied or waived, as applicable. As at the date of this announcement, all the Conditions have been satisfied save for Conditions (c), (d), (i), (j) and (k). The Effective Date is tentative subject to the Grand Court granting the sanction of the Scheme and the applicable laws of the Cayman Islands.

4. 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.
5. 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).
6. 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).
7. 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.
8. 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.

## **GENERAL**

Immediately before 12 June 2016 (the commencement of the Offer Period) and as at the date of this announcement, the (i) total number of Shares held, controlled or directed by the Offeror and the parties acting in concert with it was 882,739,630 in aggregate, representing 69.43% and 69.02% of the total number of Shares in issue as at 12 June 2016 and as at the date of this announcement, respectively; (ii) a total of 14,168,285 outstanding Share Option granted under the Share Option Schemes are held by the Offeror Concert Parties; and (iii) a total of 558,168 Awarded Shares were granted to the Offeror Concert Parties. None of the Offeror and the Offeror Concert Parties has any dealings in any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company during the period between 12 June 2016 and the date of this announcement. As at the date of this announcement, none of the Offeror or parties acting in concert with it had borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company.

**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, 14 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.*