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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) SANCTION OF THE SCHEME BY THE GRAND COURT
AND
(2) 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 a stylized orange circular emblem with a floral or geometric design.

SANCTION OF THE SCHEME BY GRAND COURT

The Scheme was sanctioned without modification by the Grand Court on Thursday, 22 September 2016 (Cayman Islands time) (i.e. Friday, 23 September 2016 (Hong Kong time)). The reduction of the issued share capital of the Company and the corresponding issue of Shares to the Offeror pursuant to the Scheme was also confirmed by the Grand Court on the same day.

An official copy of the Order of the Grand Court sanctioning the Scheme is expected to be 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)).

Subject to the delivery to the Registrar of Companies in the Cayman Islands of a copy of the Order of the Grand Court for registration and the fulfilment or waiver, as applicable, of the remaining Conditions (i), (j) and (k) as set out under the paragraph headed “4. Conditions of the Proposal and the Scheme” under the section headed “Explanatory Statement” of the Scheme Document, the Scheme is expected to become effective on Thursday, 29 September 2016 (Cayman Islands time) (i.e. Friday, 30 September 2016 (Hong Kong time)). A further announcement will be made when the Scheme has become effective.

PROPOSED WITHDRAWAL OF LISTING

The Stock Exchange has approved the withdrawal of the listing of the Shares on the Stock Exchange with effect from 4:00 p.m. on Friday, 30 September 2016 (Hong Kong time), subject to the Scheme becoming effective.

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.

INTRODUCTION

References are made to (i) 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); and (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 (the “**Results Announcement**”). Terms used in this announcement shall have the same meaning given to them in the Scheme Document unless the context otherwise requires.

SANCTION OF THE SCHEME BY GRAND COURT

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PROPOSED WITHDRAWAL OF LISTING

The Stock Exchange has approved the withdrawal of the listing of the Shares on the Stock Exchange with effect from 4:00 p.m. on Friday, 30 September 2016 (Hong Kong time), subject to the Scheme becoming effective.

GENERAL

For further information in respect of the timetable of the Scheme, please refer to the remaining expected events and the corresponding dates and times in the section headed “Expected timetable” in the Results Announcement.

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.

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, 23 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.