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This joint announcement is being released on the Singapore Exchange at the same time as its release on the Stock Exchange.

華電有限公司
CEIEC (H.K.) Limited
CEIEC (H.K.) LIMITED
(Incorporated in Hong Kong with limited liability)

TPV
TPV TECHNOLOGY LIMITED
(Incorporated in Bermuda with limited liability)
(Stock Code: 903)

JOINT ANNOUNCEMENT

- (1) PROPOSAL FOR THE PRIVATISATION OF TPV
BY THE OFFEROR BY WAY OF A SCHEME OF ARRANGEMENT
(UNDER SECTION 99 OF THE BERMUDA COMPANIES ACT)**
(2) PROPOSED WITHDRAWAL OF LISTING
**(3) SPECIAL DEAL RELATING TO ROLLOVER ARRANGEMENT
AND**
(4) RESUMPTION OF TRADING IN SHARES OF TPV

Financial Adviser to the Offeror



Independent Financial Adviser to the Independent Board Committee



1. INTRODUCTION

The Offeror and TPV jointly announce that, on 8 August 2019 (after trading hours), the Offeror requested the board of directors of TPV to put forward the Proposal to the Scheme Shareholders regarding the proposed privatisation of TPV by way of the Scheme under Section 99 of the Bermuda Companies Act. Upon completion of the Scheme, the Offeror, CEC and the Rollover Shareholders will, in aggregate, hold the entire issued share capital of TPV (among which the Rollover Shareholders, in aggregate, will hold approximately 11.04% of the issued share capital of TPV) and the listing of the TPV Shares will be withdrawn from the Stock Exchange and the Singapore Exchange.

2. TERMS OF THE PROPOSAL

The Proposal will be implemented by way of the Scheme. The Scheme will provide that, if the Scheme becomes effective, the Scheme Shares will be cancelled in exchange for the payment by the Offeror to each Scheme Shareholder of the Cancellation Price of (i) HK\$3.86 in cash for each Scheme Share listed on the Stock Exchange; or (ii) in respect of each Scheme Shareholder who holds shares listed on the Singapore Exchange, the equivalent of HK\$3.86 in S\$ (based on the applicable exchange rate as at the date of payment of the Cancellation Price) in cash for each Scheme Share listed on the Singapore Exchange.

All the Scheme Shares that are listed on the Singapore Exchange are deposited with CDP. Singapore TPV Shareholders who wish to receive the Cancellation Price in HK\$ may elect to transfer their TPV Shares for trading on the Stock Exchange, which transfer must in any event be effected before the Record Date. Singapore TPV Shareholders may withdraw the TPV Shares for trading from the Singapore Exchange by executing the relevant forms and paying a nominal withdrawal fee to CDP to withdraw their shares from CDP (S\$10.70 for withdrawals of up to 1,000 TPV Shares and S\$26.75 for withdrawals exceeding 1,000 TPV Shares) and a fee to the share registrars of TPV.

The Cancellation Price will not be increased and the Offeror does not reserve the right to do so.

The Proposal and the Scheme will be conditional upon the fulfilment or waiver, as applicable, of the Conditions as described in the section headed “Conditions of the Proposal” below. All Conditions will have to be fulfilled or waived, as applicable, on or before the Long Stop Date (or such later date as the Offeror and TPV may agree and the Supreme Court of Bermuda may allow and in all cases, as permitted by the Executive), otherwise the Proposal will not proceed and the Scheme will lapse.

3. SHAREHOLDING STRUCTURE OF TPV AND SCHEME SHARES

As at the date of this joint announcement, the authorised share capital of TPV was US\$40,000,000 divided into 4,000,000,000 TPV Shares, and TPV had 2,345,636,139 TPV Shares in issue.

Only Independent Shareholders may vote at the Court Meeting on the resolution to approve the Scheme and vote at the SGM on the resolution to approve the Rollover Arrangement. The TPV Shares owned by the Offeror, CEC and the Rollover Shareholders will not form part of the Scheme Shares and will not be voted on the Scheme at the Court Meeting and the Rollover Arrangement at the SGM. All TPV Shareholders will be entitled to attend the SGM and vote on the special resolution approving and to give effect to any reduction of the issued share capital of TPV associated with the cancellation of the Scheme Shares and the application of the credit amount arising in the books of TPV as a result of the aforesaid cancellation of the Scheme Shares to pay up in full at par such number of new TPV Shares as is equal to the number of the Scheme Shares cancelled, to be issued to the Offeror simultaneously with the cancellation of the Scheme Shares. The legal advisor of the Offeror as to Singapore laws confirmed that there is no requirement under Singapore law for (i) a separate court meeting to be held for the Scheme Shareholders who hold Scheme Shares listed on the Singapore Exchange; or (ii) a separate special general meeting of TPV to be convened for the TPV Shareholders who hold TPV Shares listed on the Singapore Exchange for the purposes of considering, and if thought fit, approving, amongst other things, any capital reduction associated with the cancellation of the Scheme Shares. Accordingly, (a) Independent Shareholders who hold Scheme Shares listed on the Singapore Exchange will be entitled to attend and vote on the Scheme at the Court Meeting and the Rollover Arrangement at the SGM, and (b) all TPV Shareholders who hold TPV Shares listed on the Singapore Exchange will be entitled to attend the SGM and vote on the special resolution approving and to give effect to any reduction of the issued share capital of TPV associated with the cancellation of the Scheme Shares and the application of the credit amount arising in the books of TPV as a result of the aforesaid cancellation of the Scheme Shares to pay up in full at par such number of new TPV Shares as is equal to the number of the Scheme Shares cancelled, to be issued to the Offeror simultaneously with the cancellation of the Scheme Shares.

As at the date of this joint announcement, the Scheme Shareholders were interested in 1,195,322,689 TPV Shares (representing approximately 50.96% of the issued share capital of TPV as at the date of this joint announcement)^{Note}. The employees who are beneficially interested in the shares of TGL are not presumed to be parties acting in concert with the Offeror for the purpose of the Takeovers Code merely due to his/her role as a beneficial owner of TGL. The TPV Shares directly held by the Excluded Employees (if applicable) will form part of the Scheme Shares, but such Excluded Employees will be required not to vote on the Scheme at the Court Meeting and not to vote on the Rollover Arrangement at the SGM. The TPV Shares owned by Mr. Wang (other than his legal and beneficial interest in TGL) will form part of the Scheme Shares. Mr. Wang will be required not to vote on the Scheme at the Court Meeting and not to vote on the Rollover Arrangement at the SGM. As at the date of this joint announcement, 1,468,000 TPV Shares were held by Mr. Wang (other than his legal and beneficial interest in TGL). The TPV Shares owned by any member of the CICC group acting in its capacity of an exempt principal trader for the purpose of the Takeovers Code will form part of the Scheme Shares but will not be voted on the Scheme at the Court Meeting and will not be voted on the Rollover Arrangement at the SGM. As at the date of this joint announcement, 58,000 TPV Shares were held by certain member of the CICC group acting in its capacity of an exempt principal trader.

As at the date of this joint announcement, the Offeror and persons acting in concert with it (including the Rollover Shareholders) were interested in 1,150,313,450 TPV Shares (representing approximately 49.04% of the issued share capital of TPV as at the date of this joint announcement) (among which the Rollover Shareholders, in aggregate, hold 258,984,803 TPV Shares (representing approximately 11.04% of the issued share capital of TPV)).

4. SPECIAL DEAL RELATING TO ROLLOVER ARRANGEMENT

The Offeror would like to allow the Rollover Shareholders to retain their respective shareholdings in TPV and remain as shareholders of TPV after the Scheme becomes effective. The Rollover Shareholders, in aggregate, hold 258,984,803 TPV Shares (representing approximately 11.04% of the issued share capital of TPV) as at the date of this joint announcement.

Note This may also include: (i) the holdings of TPV Shares by the Excluded Employees (if any) who will be required not to vote on the Scheme at the Court Meeting and not to vote on the Rollover Arrangement at the SGM; and (ii) the holdings of TPV Shares by CICC group acting in its capacity of an exempt principal trader for the purpose of the Takeovers Code which such Scheme Shares will not be voted on the Scheme at the Court Meeting and will not be voted on the Rollover Arrangement at the SGM. A joint announcement will be made by the Offeror and TPV on the shareholding (if any) of the Excluded Employees in TPV (other than their beneficial interest in TGL) as soon as practicable after the publication of this joint announcement.

The Rollover Shareholders comprise (i) Innolux, a strategic industrial investor of TPV which has been holding TPV Shares since 2008; (ii) TGL, a company beneficially owned by certain employees of TPV; (iii) Bonstar, a company wholly owned by Dr. Hsuan, the chairman, chief executive officer and executive director of TPV; and (iv) Mr. Zhang, the vice president and deputy chief financial officer of TPV.

The Offeror is of view that TPV can benefit from the commitment of the Rollover Shareholders and it is important for TPV to retain the Rollover Shareholders as shareholders of TPV after the completion of the Scheme so that the Rollover Shareholders will have incentives to continue to contribute to the future development and growth of TPV and its subsidiaries.

As the Rollover Agreement was only entered into by and between the Offeror and the Rollover Shareholders and the Rollover Arrangement thereunder is not offered to all TPV Shareholders, the Rollover Arrangement constitutes a special deal and requires the consent of the Executive under Rule 25 of the Takeovers Code. The Offeror will make an application for consent from the Executive to the Rollover Arrangement conditional on, among others, the passing of an ordinary resolution by the Independent Shareholders at the SGM to approve the Rollover Arrangement.

The Rollover Shareholders are presumed to be acting in concert with the Offeror for the purpose of the Takeovers Code as a result of the Rollover Arrangement.

5. ROLLOVER AGREEMENT

The Offeror and the Rollover Shareholders have entered into the Rollover Agreement, pursuant to which:

- (a) subject to the Rollover Conditions, the Rollover Shareholders will remain as TPV Shareholders after the Scheme becomes effective and none of the TPV Shares held by the Rollover Shareholders as at the date of the Rollover Agreement will constitute the Scheme Shares under the Scheme or be voted on the Scheme at the Court Meeting and the Rollover Arrangement at the SGM, respectively;
- (b) each of the Rollover Shareholders has undertaken, to the extent permitted under the Takeovers Code, the Listing Rules, the Singapore Listing Manual and applicable laws and regulations, to exercise, or as the case may be, to procure the exercise of the voting rights in respect of the TPV Shares owned by them directly on resolutions in relation to the Scheme in accordance with the Offeror's directions, and in the absence of any such directions, to vote in favour of all resolutions which are necessary to implement the Scheme proposed at a general or class meeting of TPV, and that they shall be bound by, and take all actions necessary to implement the Scheme;

- (c) the Rollover Shareholders have further undertaken that they shall not, directly or indirectly, sell, transfer, charge, encumber, grant any option over or otherwise dispose of any interest in any of the TPV Shares held by them, nor will they accept any other offer in respect of any or any of such TPV Shares;
- (d) the Rollover Shareholders will remain as shareholders of TPV immediately after the Scheme becomes effective; and
- (e) each of Dr. Hsuan and Mr. Zhang has undertaken not to exercise any Share Options held by him and to accept the Option Offer in respect of all his Share Options.

The Rollover Agreement will be terminated if the Scheme lapses or is withdrawn in accordance with its terms.

6. OPTION OFFER

As at the date of this joint announcement, there were (i) 18,670,000 outstanding Share Options granted under the 2003 Share Option Scheme, each relating to one TPV Share, of which 600,000 2003 Share Options are held by Dr. Hsuan, 400,000 2003 Share Options are held by Mr. M Hsuan, 400,000 2003 Share Options are held by Mr. Wang and the remaining 17,270,000 2003 Share Options are held by other employees of the TPV Group; and (ii) 8,128,000 outstanding Share Options granted under the 2015 Share Option Scheme, each relating to one TPV Share, of which 400,000 2015 Share Options are held by Mr. Zhang, 116,000 2015 Share Options are held by Mr. M Hsuan and the remaining 7,612,000 2015 Share Options are held by other employees of the TPV Group.

The exercise of all the Share Options in full would result in the issue of 26,798,000 new TPV Shares (representing approximately 1.14% of the issued share capital of TPV as at the date of this joint announcement) and approximately 1.13% of the issued share capital of TPV as enlarged by the issue of such new TPV Shares.

The Offeror will make (or procure to be made on their behalf) an appropriate offer to the Optionholders to cancel every Outstanding Share Option in accordance with Rule 13 of the Takeovers Code. The Option Offer will be conditional upon the Scheme becoming effective.

7. FINANCIAL RESOURCES

On the assumption that (i) TPV Shares held by the Rollover Shareholders will not form part of the Scheme Shares; (ii) all outstanding Share Options granted under the 2015 Share Option Scheme (apart from the 2015 Share Options which are held by Mr. Zhang) as at the Record Date are exercised; (iii) no other outstanding Share Options are exercised or lapse before the Record Date; and (iv) no further TPV Shares are issued before the Record Date, the maximum amount of cash consideration required to effect the Proposal (before taking into account the Option Offer to be made) will be approximately HK\$4,643.78 million.

On the assumption that (i) all outstanding Share Options granted under the 2015 Share Option Scheme (apart from the 2015 Share Options which are held by Mr. Zhang) as at the Record Date are exercised; (ii) Mr. Zhang will not exercise any 2015 Share Options held by him in accordance with the Rollover Agreement and will only be entitled to the “see-through” price under the Option Offer; (iii) no outstanding Share Options under the 2003 Share Option Scheme (where the “see-through” price is zero) are exercised before the Record Date but the holders of such options will receive a cash offer of a nominal amount of HK\$0.00001 per Share Option; (iv) no further Share Options are granted before the Record Date; and (v) the Record Date is the Long Stop Date, the amount of cash required for the Option Offer would be, in addition, approximately HK\$0.84 million.

Consequently, the maximum amount of cash consideration required to effect the Scheme and the Option Offer in accordance with their respective terms on the basis described above will be approximately HK\$4,644.62 million.

CICC, the financial adviser to the Offeror in connection with the Proposal, is satisfied that sufficient financial resources are available to the Offeror for satisfying its obligation in respect of the full implementation of the Scheme and the Option Offer in accordance with their respective terms.

8. WITHDRAWAL OF LISTING

Following the Effective Date, the listing of TPV Shares on the Stock Exchange and the Singapore Exchange will be withdrawn. The listing of TPV Shares on the Stock Exchange and the Singapore Exchange will not be withdrawn if the Scheme lapses, is not approved or is withdrawn in accordance with its terms.

9. INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

The Independent Board Committee, comprising all the independent non-executive directors of TPV, has been formed to advise the Independent Shareholders on the Proposal, the Scheme, the Option Offer and the Rollover Arrangement. The recommendation of the Independent Board Committee as to whether the terms of the Proposal, the Scheme, the Option Offer and the Rollover Arrangement are or are not fair and reasonable, and as to voting by the Independent Shareholders at the Court Meeting and the SGM, will be set forth in the Scheme Document.

The board of directors of TPV, with the approval of the Independent Board Committee, has appointed Somerley Capital Limited as the Independent Financial Adviser to advise the Independent Board Committee in connection with the Proposal, the Scheme, the Option Offer and the Rollover Arrangement.

10. DESPATCH OF THE SCHEME DOCUMENT

The Scheme Document (containing, among others, further details of the Proposal, the Scheme, the Option Offer, the Rollover Arrangement, the expected timetable, an explanatory statement as required by the Bermuda Companies Act, information regarding TPV and the Offeror, the recommendation of the Independent Board Committee in respect of the Proposal, the Scheme, the Option Offer and the Rollover Arrangement, a letter of advice from the Independent Financial Adviser, and the notice of the Court Meeting and the notice of the SGM as well as the particulars required by the Takeovers Code) will be despatched to TPV Shareholders and the Optionholders as soon as practicable and in compliance with the requirements of the Takeovers Code, the Bermuda Companies Act, the Supreme Court of Bermuda, applicable rules of the Singapore Listing Manual and other applicable laws and regulations.

11. TRADING HALT AND RESUMPTION OF TRADING IN THE TPV SHARES ON THE STOCK EXCHANGE

At the request of TPV, trading of TPV Shares on the Stock Exchange was halted from 9:00 am on 9 August 2019, pending the issue of this joint announcement. An application has been made by TPV to the Stock Exchange for the resumption of trading of TPV Shares on the Stock Exchange with effect from 9:00 am on 13 August 2019.

WARNING: The Proposal, the Scheme and the Option Offer are conditional upon the satisfaction or (where applicable) waiver of conditions. Accordingly, the Proposal may or may not be implemented, the Scheme may or may not become effective and the Option Offer may or may not be implemented. TPV Shareholders and potential investors of TPV should therefore exercise caution when dealing in the securities of TPV. Persons who are in doubt as to the action they should take should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.

NOTICE TO US INVESTORS

The Proposal is being made to cancel the securities of a Bermuda company by means of a scheme of arrangement provided for under the Bermuda Companies Act. The financial information included in this joint announcement (if any) has been prepared in accordance with the Hong Kong Financial Reporting Standards and thus may not be comparable to financial information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States.

A transaction effected by means of a scheme of arrangement is not subject to the tender offer rules of the US Securities and Exchange Act of 1934, as amended. Accordingly, the Proposal is subject to the disclosure requirements and practices applicable in Bermuda and Hong Kong to schemes of arrangement which differ from the disclosure requirements of the US tender offer rules.

The receipt of cash pursuant to the Proposal by a US holder of Scheme Shares as consideration for the cancellation of its Scheme Shares pursuant to the Scheme or by an Optionholder as consideration for the cancellation of its Options may be a taxable transaction for US federal income tax purposes and under applicable US state and local, as well as foreign and other tax laws. Each holder of Scheme Shares or Share Options is urged to consult his independent professional adviser immediately regarding the tax consequences of the Proposal applicable to him.

It may be difficult for US holders of Scheme Shares and Share Options to enforce their rights and claims arising out of the US federal securities laws, since the Offeror and TPV are located in a country other than the United States, and some or all of their officers and directors may be residents of a country other than the United States. US holders of Scheme Shares or Share Options may not be able to sue a non-US company or its officers or directors in a non-US court for violations of the US securities laws. Further, it may be difficult to compel a non-US company and its affiliates to subject themselves to a US court's judgment.

1. INTRODUCTION

On 8 August 2019 (after trading hours), the Offeror requested the board of directors of TPV to put forward the Proposal to the Scheme Shareholders regarding the proposed privatisation of TPV by way of the Scheme under Section 99 of the Bermuda Companies Act involving the cancellation of all the Scheme Shares, as a result of which it is intended that the Offeror, CEC and the Rollover Shareholders will, in aggregate, hold the entire issued share capital of TPV (among which the Rollover Shareholders, in aggregate, will hold approximately 11.04% of the issued share capital of TPV) and the listing of the TPV Shares will be withdrawn from the Stock Exchange and the Singapore Exchange.

Having reviewed the Proposal, the board of directors of TPV has resolved to put the Proposal forward to the Scheme Shareholders. The directors of TPV who have a conflict of interest (as a result of their being common directors of TPV and the Offeror, being persons acting in concert with the Offeror or their positions within the CEC Group), being Dr. Hsuan, Mr. Zhang Dongchen, Mr. Xu Guofei, Mr. Sun Jie, Dr. Li Jun and Ms. Bi Xianghui, abstained from voting in relation to that resolution.

2. TERMS OF THE PROPOSAL

Cancellation Price

The Scheme will provide that, if the Scheme becomes effective, the Scheme Shares will be cancelled in exchange for the payment by the Offeror to each Scheme Shareholder of the Cancellation Price of (i) HK\$3.86 in cash for each Scheme Share listed on the Stock Exchange; or (ii) in respect of each Scheme Shareholder who holds shares listed on the Singapore Exchange, the equivalent of HK\$3.86 in S\$ (based on the applicable exchange rate as at the date of payment of the Cancellation Price) in cash for each Scheme Share listed on the Singapore Exchange.

All the Scheme Shares that are listed on the Singapore Exchange are deposited with CDP. Singapore TPV Shareholders who wish to receive the Cancellation Price in HK\$ may elect to transfer their TPV Shares for trading on the Stock Exchange, which transfer must in any event be effected before the Record Date. Singapore TPV Shareholders may withdraw the TPV Shares for trading from the Singapore Exchange by executing the relevant forms and paying a nominal withdrawal fee to CDP to withdraw their shares from CDP (S\$10.70 for withdrawals of up to 1,000 TPV Shares and S\$26.75 for withdrawals exceeding 1,000 TPV Shares) and a fee to the share registrars of TPV.

As at the date of this joint announcement, except for the outstanding Share Options, there were no outstanding options, warrants, derivatives or convertible securities issued by TPV.

Under the Scheme, the total consideration payable for the Scheme Shares will be payable by the Offeror.

The Cancellation Price will not be increased and the Offeror does not reserve the right to do so.

Comparisons of value

The Cancellation Price represents, in respect of TPV Shares which are listed on the Stock Exchange:

- a premium of approximately 41.39% over the closing price of HK\$2.73 per TPV Share as quoted on the Stock Exchange on the Last Trading Day;
- a premium of approximately 46.77% over the average closing price of approximately HK\$2.63 per TPV Share based on the daily closing prices as quoted on the Stock Exchange over the five trading days up to and including the Last Trading Day;
- a premium of approximately 54.50% over the average closing price of approximately HK\$2.50 per TPV Share based on the daily closing prices as quoted on the Stock Exchange over the 30 trading days up to and including the Last Trading Day;
- a premium of approximately 138.79% over the average closing price of approximately HK\$1.62 per TPV Share based on the daily closing prices as quoted on the Stock Exchange over the 180 trading days up to and including the Last Trading Day; and
- a discount of approximately 23.94% to the audited consolidated net asset value attributable to TPV Shareholders per TPV Share of approximately US\$0.65 (equivalent to approximately HK\$5.07) as at 31 December 2018^{Note}.

The Cancellation Price has been determined on a commercial basis after taking into account, among others, the prices of the TPV Shares traded on the Stock Exchange and with reference to other similar transactions in Hong Kong in recent years.

Note For the purposes of this joint announcement, the exchange rate of US\$1.00 = HK\$7.7765 has been used, where applicable, for illustrative purposes only and does not constitute a representation that any amount has been, could have been or may be exchanged at such rate or any other rate or at all on the date or dates in question or any other date.

Highest and lowest prices

In respect of TPV Shares which are listed on the Stock Exchange, during the six month period preceding the Last Trading Day, the highest closing price of the TPV Shares as quoted on the Stock Exchange was HK\$2.73 per TPV Share on 8 August 2019, and the lowest closing price of the TPV Shares as quoted on the Stock Exchange was HK\$1.10 per TPV Share on 11 February 2019.

Option Offer

As at the date of this joint announcement, there were (i) 18,670,000 outstanding Share Options granted under the 2003 Share Option Scheme, each relating to one TPV Share, of which 600,000 2003 Share Options are held by Dr. Hsuan, 400,000 2003 Share Options are held by Mr. M Hsuan, 400,000 2003 Share Options are held by Mr. Wang and the remaining 17,270,000 2003 Share Options are held by other employees of the TPV Group; and (ii) 8,128,000 outstanding Share Options granted under the 2015 Share Option Scheme, each relating to one TPV Share, of which 400,000 2015 Share Options are held by Mr. Zhang, 116,000 2015 Share Options are held Mr. M Hsuan and the remaining 7,612,000 2015 Share Options are held by other employees of the TPV Group. As at the date of this joint announcement, the outstanding Share Options granted under the 2003 Share Option Scheme had an exercise price of HK\$5.008, and the outstanding Share Options granted under the 2015 Share Option Scheme had an exercise price of HK\$1.77. As at the date of this joint announcement, apart from the Share Options which are held by the Rollover Shareholders^{Note}, the Offeror and the parties acting in concert with it (including the Rollover Shareholders) did not hold any Share Option.

The Offeror will make (or procure to be made on their behalf) an appropriate offer to the Optionholders to cancel every Outstanding Share Option in accordance with Rule 13 of the Takeovers Code. The Option Offer will be conditional upon the Scheme becoming effective.

Under the Option Offer, where the exercise price of the relevant Share Option is higher than the Offer Price (that is, the Share Options granted under the 2003 Share Option Scheme), the Option Offer Price for such Share Option will be HK\$0.00001 in cash, and where the exercise price of the relevant Share Option is lower than the Offer Price (that is, the Share Options granted under the 2015 Share Option Scheme), the Offeror will offer the holders of such Outstanding Share Options the “see-through” price (being the Cancellation Price minus the relevant exercise price in the

^{Note} As at the date of this joint announcement, (i) 600,000 2003 Share Options were held by Dr. Hsuan, the sole shareholder of Bonstar; (ii) 116,000 2015 Share Options and 400,000 2003 Share Options were held by Mr. M Hsuan, the son of Dr. Hsuan, who is a concert party of Dr. Hsuan under the Takeovers Code; and (iii) 400,000 2003 Share Options were held by Mr. Wang, the sole registered shareholder of TGL.

case of the Outstanding Share Options) for each Outstanding Share Option they hold for the cancellation of every Outstanding Share Option in accordance with Rule 13 of the Takeovers Code.

Share Option exercise price (HK\$)	Option Offer Price (HK\$)	Total outstanding Share Options
5.008	0.00001	18,670,000
1.77	2.09	8,128,000

Note: If the exercise price of the relevant Share Option under the Option Offer exceeds the Cancellation Price, the “see-through” price is zero and a cash offer of a nominal amount of HK\$0.00001 per Share Option (or part thereof) will be made.

Further information on the Option Offer will be set out in a letter to the holders of the Outstanding Share Options, which will be despatched at or around the same time as the despatch of the Scheme Document. If any of the Outstanding Share Options is exercised in accordance with the terms of the Share Option Scheme, as applicable, on or before the Record Date, any TPV Shares so issued will be subject to and eligible to participate in the Scheme.

The Option Offer will be extended to all Share Options in issue on the date on which the Option Offer is made. **Any Share Options granted under the Share Option Scheme that are not exercised or cancelled pursuant to the acceptance of the Option Offer will automatically lapse upon the Scheme becoming effective.**

Total consideration

As at the date of this joint announcement, there were 2,345,636,139 TPV Shares in issue and the Scheme Shareholders were interested in 1,195,322,689 TPV Shares (representing approximately 50.96% of the issued share capital of TPV as at the date of this joint announcement).

On the assumption that (i) TPV Shares held by the Rollover Shareholders will not form part of the Scheme Shares; (ii) all outstanding Share Options granted under the 2015 Share Option Scheme (apart from the 2015 Share Options which are held by Mr. Zhang) as at the Record Date are exercised; (iii) no other outstanding Share Options are exercised or lapse before the Record Date; and (iv) no further Shares are issued before the Record Date, the maximum amount of cash consideration required to effect the Proposal (before taking into account the Option Offer to be made) will be approximately HK\$4,643.78 million.

On the assumption that (i) all outstanding Share Options granted under the 2015 Share Option Scheme (apart from the 2015 Share Options which are held by Mr. Zhang) as at the Record Date are exercised; (ii) Mr. Zhang will not exercise any 2015 Share Options held by him in accordance with the Rollover Agreement and will only

be entitled to the “see-through” price under the Option Offer; (iii) no outstanding Share Options under the 2003 Share Option Scheme (where the “see-through” price is zero) are exercised before the Record Date but the holders of such options will receive a cash offer of a nominal amount of HK\$0.00001 per Share Option; (iv) no further Share Options are granted before the Record Date; and (v) the Record Date is the Long Stop Date, the amount of cash required for the Option Offer would be, in addition, approximately HK\$0.84 million.

Consequently, the maximum amount of cash consideration required to effect the Scheme and the Option Offer in accordance with their respective terms on the basis described above will be approximately HK\$4,644.62 million.

Confirmation of financial resources

The Offeror has appointed CICC as its financial adviser in connection with the Proposal.

CICC, the financial adviser to the Offeror in connection with the Proposal, is satisfied that sufficient financial resources are available to the Offeror for satisfying its obligations in respect of the full implementation of the Scheme and the Option Offer in accordance with their respective terms.

The Offeror will fund the payment of the cash consideration under the Scheme and the Option Offer by using the internal financial resources of the Offeror and a term loan facility of an amount up to HK\$4.2 billion provided by Bank of China Limited, Macau Branch.

Approval by Independent Shareholders

Only Independent Shareholders may vote at the Court Meeting on the resolution to approve the Scheme and vote at the SGM on the resolution to approve the Rollover Arrangement. The TPV Shares owned by the Offeror, CEC and the Rollover Shareholders^{Note} will not form part of the Scheme Shares and will not be voted on the Scheme at the Court Meeting and will not be voted on the Rollover Arrangement at the SGM. All TPV Shareholders will be entitled to attend the SGM and vote on the special resolution approving and to give effect to any reduction of the issued share capital of TPV associated with the cancellation of the Scheme Shares and the application of the credit amount arising in the books of TPV as a result of the aforesaid cancellation of the Scheme Shares to pay up in full at par such number of new TPV Shares as is equal to the number of Scheme Shares cancelled, to be issued to the Offeror simultaneously with the cancellation of the Scheme Shares. The legal advisor of the Offeror as to Singapore laws confirmed that there is no requirement

^{Note} Mr. Wang is the sole registered shareholder and a director of TGL and is beneficially interested in 550,000 shares in TGL. The TPV Shares held by Mr. Wang other than his legal and beneficial interests in TGL will form part of the Scheme Shares, but Mr. Wang will be required not to vote on the Scheme at the Court Meeting and the Rollover Arrangement at the SGM.

under Singapore law for (i) a separate court meeting to be held for the Scheme Shareholders who hold Scheme Shares listed on the Singapore Exchange; or (ii) a separate special general meeting of TPV to be convened for the TPV Shareholders who hold TPV Shares listed on the Singapore Exchange for the purposes of considering and if thought fit, approving, among other things, any capital reduction associated with the cancellation of the Scheme Shares. Accordingly, (a) Independent Shareholders who hold Scheme Shares listed on the Singapore Exchange will be entitled to attend and vote on the Scheme at the Court Meeting and the Rollover Arrangement at the SGM, and (b) all TPV Shareholders who hold TPV Shares listed on the Singapore Exchange will be entitled to attend the SGM and vote on the special resolution approving and to give effect to any reduction of the issued share capital of TPV associated with the cancellation of the Scheme Shares and the application of the credit amount arising in the books of TPV as a result of the aforesaid cancellation of the Scheme Shares to pay up in full at par such number of new TPV Shares as is equal to the number of the Scheme Shares cancelled, to be issued to the Offeror simultaneously with the cancellation of the Scheme Shares.

As at the date of this joint announcement, the Scheme Shareholders were interested in 1,195,322,689 TPV Shares (representing approximately 50.96% of the issued share capital of TPV as at the date of this joint announcement)^{Note}. The employees who are beneficially interested in shares in TGL are not presumed to be parties acting in concert with the Offeror for the purpose of the Takeovers Code merely due to his/her role as a beneficial owner of TGL. The TPV Shares held by the Excluded Employees (if applicable) will form part of the Scheme Shares, but such Excluded Employees will be required not to vote on the Scheme at the Court Meeting and not to vote on the Rollover Arrangement at the SGM. The TPV Shares owned by Mr. Wang (other than his legal and beneficial interest in TGL) will form part of the Scheme Shares. Mr. Wang will be required not to vote on the Scheme at the Court Meeting and not to vote on the Rollover Arrangement at the SGM. As at the date of this joint announcement, 1,468,000 TPV Shares were held by Mr. Wang (other than his legal and beneficial interest in TGL). The TPV Shares owned by any member of the CICC group acting in its capacity of an exempt principal trader for the purpose of the Takeovers Code will form part of the Scheme Shares but will not be voted on the Scheme at the Court Meeting and will not be voted on the Rollover Arrangement at the SGM. As at the date of this joint announcement, 58,000 TPV Shares were held by certain member of the CICC group acting in its capacity of an exempt principal trader.

Note This may also include: (i) the holding of TPV Shares by the Excluded Employees (if any) who will be required not to vote on the Scheme at the Court Meeting and not to vote on the Rollover Arrangement at the SGM; and (ii) the holdings of TPV Shares by CICC group acting in its capacity of an exempt principal trader for the purpose of the Takeovers Code which such Scheme Shares will not be voted on the Scheme at the Court Meeting and will not be voted on the Rollover Arrangement at the SGM. A joint announcement will be made by the Offeror and TPV on the shareholding (if any) of the Excluded Employees in TPV (other than their beneficial interest in TGL) as soon as practicable after the publication of this joint announcement.

As at the date of this joint announcement, the Offeror and persons acting in concert with it (including the Rollover Shareholders) as at the date of this joint announcement were interested in 1,150,313,450 TPV Shares (representing approximately 49.04% of the issued share capital of TPV as at the date of this joint announcement) (among which the Rollover Shareholders, in aggregate, hold 258,984,803 TPV Shares (representing approximately 11.04% of the total issued share capital of TPV)).

The TPV Shares held by the Offeror, CEC and the Rollover Shareholders will not form part of the Scheme Shares and will not be voted on the Scheme at the Court Meeting and will not be voted on the Rollover Arrangement at the SGM.

3. CONDITIONS OF THE PROPOSAL

The Proposal and the Scheme will become effective and binding on TPV and all Scheme Shareholders subject to the fulfilment or waiver (as applicable) of the following Conditions:

- (a) the approval of the Scheme (by way of poll) by a majority in number of the Scheme Shareholders representing not less than three-fourths in value of the Scheme Shares held by the Scheme Shareholders, present and voting either in person or by proxy at the Court Meeting;
- (b) (i) the Scheme is approved (by way of poll) by Independent Shareholders holding at least 75% of the votes attaching to the Scheme Shares held by Independent Shareholders that are voted either in person or by proxy at the Court Meeting; and (ii) the number of votes cast (by way of poll) against the resolution to approve the Scheme at the Court Meeting is not more than 10% of the votes attaching to all the Scheme Shares held by the Independent Shareholders;
- (c) the passing of a special resolution by a majority of not less than three-fourths of the votes cast by the TPV Shareholders present and voting, in person or by proxy, at the SGM, to approve and give effect to any reduction of the issued share capital of TPV associated with the cancellation of the Scheme Shares and the application of the credit amount arising in the books of TPV as a result of the aforesaid cancellation of the Scheme Shares to pay up in full at par such number of new TPV Shares as is equal to the number of Scheme Shares cancelled, to be issued to the Offeror simultaneously with the cancellation of the Scheme Shares;
- (d) the Supreme Court of Bermuda's sanction of the Scheme (with or without modifications) and the delivery to the Registrar of Companies in Bermuda of a copy of the order of the Supreme Court of Bermuda for registration;

- (e) if necessary, compliance with the procedural requirements of the Bermuda Companies Act in relation to any reduction of the issued share capital of TPV associated with the cancellation of the Scheme Shares;
- (f) the approval from NDRC in connection with the Proposal and all necessary PRC domestic anti-trust filings with SAMR for the Proposal having been formally submitted and clearance having been obtained;
- (g) (i) the receipt of an opinion from the Independent Financial Adviser to the Independent Board Committee confirming that the Rollover Arrangement is fair and reasonable as far as the Independent Shareholders are concerned; (ii) the passing of an ordinary resolution by the Independent Shareholders at the SGM to approve the Rollover Arrangement; and (iii) the grant of consent under Rule 25 of the Takeovers Code from the Executive in respect of the Rollover Arrangement;
- (h) all Authorisations (if any, including anti-trust approvals as appropriate) in connection with the Proposal from or with (as the case may be) the Relevant Authorities in any jurisdictions (other than the PRC), having been obtained and, if applicable, any waiting periods having expired or terminated;
- (i) no government, governmental, quasi-governmental, statutory or regulatory body, court or agency in any jurisdiction having taken or instituted any action, proceeding, suit, investigation or enquiry (or enacted, made or proposed, and there not continuing to be outstanding, any statute, regulation, demand or order) that would make the Proposal or the Scheme void, unenforceable or illegal (or which would impose any material and adverse conditions or obligations with respect to the Proposal or the Scheme);
- (j) no litigation, arbitration proceedings, prosecution or other legal proceedings being instituted against any member of the TPV Group and no such proceedings being threatened in writing against any such member (and no investigation by any government or quasi-governmental, supranational, regulatory or investigative body or court in respect of any such member or the business carried on by any such member having been threatened in writing, announced or instituted), in each case which is material and adverse in the context of the TPV Group taken as a whole and in the context of the Proposal; and
- (k) no material adverse change in the business, assets, financial or trading prospects of the TPV Group.

Conditions (a) to (g) above cannot be waived. The Offeror reserves the right to waive all or any of Conditions (h) to (k), either in whole or in respect of any particular matter. TPV has no right to waive any of the Conditions.

The Offeror may not invoke Condition (h) unless any of the Authorisations referred to in this Condition is either not obtained or is obtained subject to conditions imposed by the Relevant Authorities and any of those conditions cannot reasonably be satisfied by the Offeror or is otherwise unduly burdensome or onerous to the Offeror or any person acting in concert with the Offeror (including the Rollover Shareholders).

All of the Conditions will have to be fulfilled or waived, as applicable, on or before the Long Stop Date (or such other date as the Offeror and TPV may agree and the Supreme Court of Bermuda may allow and in all cases, as permitted by the Executive), otherwise the Proposal will not proceed and the Scheme will lapse. If the Scheme is withdrawn, not approved or lapses, the listing of the TPV Shares on the Stock Exchange and the Singapore Exchange will not be withdrawn.

Pursuant to Note 2 to Rule 30.1 of the Takeovers Code, the Offeror may only invoke any or all of the Conditions as a basis for not proceeding with the Scheme if the circumstances which give rise to a right to invoke any such Condition are of material significance to the Offeror in the context of the Proposal.

As at the date of this joint announcement, approval from NDRC has been obtained. Other than that, none of the Conditions has been fulfilled or waived (as the case may be).

So far as the Offeror is aware and based on the information available to the Offeror as at the date of this joint announcement, the Offeror is of a preliminary view that Authorisations in connection with the Proposal in Condition (h) may include filings relating to anti-trust laws in Brazil, Germany and Ukraine. With reference to transactions of similar nature, it is expected that the obtaining of the approvals for anti-trust filings in Brazil, Germany and Ukraine will, in general, take approximately one month to three months from the date of application.

The Offeror intends to conduct the relevant Authorisations, including anti-trust approvals (as required), as soon as practicable after the publication of this joint announcement. If there is any material change in the obtaining of the required approvals, the Offeror will keep the Executive and the TPV Shareholders posted.

If approved, the Scheme will be binding on all Scheme Shareholders, irrespective of whether or not they attended or voted at the Court Meeting.

A detailed timetable for the Proposal will be included in the Scheme Document to be despatched to TPV Shareholders.

WARNING: The Proposal and the Scheme is conditional upon the satisfaction or (where applicable) waiver of the Conditions (including the approval of the Rollover Arrangement as a special deal under Rule 25 of the Takeovers Code). Accordingly, the Proposal and the Scheme may or may not become effective. TPV Shareholders and potential investors of TPV should therefore exercise caution when dealing in the securities of TPV. Persons who are in doubt as to the action they should take should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.

4. SPECIAL DEAL RELATING TO ROLLOVER ARRANGEMENT

The Offeror would like to allow the Rollover Shareholders to retain their respective shareholdings in TPV and remain as shareholders of TPV after the Scheme becomes effective. The Rollover Shareholders, in aggregate, hold 258,984,803 TPV Shares (representing approximately 11.04% of the issued share capital of TPV as at the date of this joint announcement).

Information on the Rollover Shareholders

Innolux

Innolux has been a strategic industrial investor of TPV since it became a TPV Shareholder by subscription of TPV Shares in 2008. Innolux was established in 2003 and publicly listed on Taiwan Stock Exchange in 2006. The Offeror is of the view that it is important for TPV to retain Innolux as a TPV Shareholder after the completion of the Scheme so that Innolux, through its extensive networking and experiences, will continue to assist in TPV's research and development, technical personnel exchange and personnel training and customer networking and maintenance. Together, TPV and Innolux can continue their synergy from the upstream and downstream alliance which will enhance TPV's competitiveness in the market and benefit TPV's long-term sustainable development.

TGL

TGL was set up as a shareholding platform for employees of TPV for the purpose of building up an incentive mechanism, attracting and cultivating talent, maintaining steady development of the TPV Group and aligning the interests of the employees of the TPV Group with those of the TPV Shareholders. Those employees are involved in the day-to-day operation of TPV who have extensive operational expertise in research and development, human resources and business operations and an in-depth understanding of TPV's business operations and development. The Offeror is of the view that it is important for TGL (an entity collectively owned by the employees of TPV) to retain its interests in TPV in order to continue to provide long-term incentives to these employees after completion of the Scheme for their continual contribution to the development of the TPV Group.

Bonstar and Mr. Zhang

Bonstar is wholly owned by Dr. Hsuan, the chairman, chief executive officer and executive director of TPV. Mr. Zhang is the vice president and deputy chief financial officer of TPV. Dr. Hsuan and Mr. Zhang each constitutes a key part of the management team of the TPV Group, and have extensive operation expertise, in-depth understanding and proven track record in the information technology, IT hardware, computers and peripherals industry with over 20 years of relevant experience, as well as long-established relationship with suppliers, regulators, local authorities, management and employees of the TPV Group. The Offeror is of the view that it is important for TPV to retain them as TPV Shareholders after completion of the Scheme so that they have long-term incentives to continue to contribute to the development of the TPV Group.

5. ROLLOVER AGREEMENT

The Offeror and the Rollover Shareholders have entered into the Rollover Agreement, pursuant to which:

- (a) subject to, the Rollover Conditions, the Rollover Shareholders will remain as TPV Shareholders after the Scheme becomes effective and none of the TPV Shares held by the Rollover Shareholders as at the date of the Rollover Agreement will constitute the Scheme Shares under the Scheme or be voted on the Scheme at the Court Meeting and the Rollover Arrangement at the SGM, respectively;
- (b) each of the Rollover Shareholders has undertaken, to the extent permitted under the Takeovers Code, the Listing Rules, the Singapore Listing Manual and applicable laws and regulations, to exercise, or as the case may be, to procure the exercise of the voting rights in respect of the TPV Shares owned by them directly on resolutions in relation to the Scheme in accordance with the Offeror's directions, and in the absence of any such directions, to vote in favour of all resolutions which are necessary to implement the Scheme proposed at a general or class meeting of TPV, and that they shall be bound by, and take all actions necessary to implement the Scheme;
- (c) the Rollover Shareholders have further undertaken that they shall not, directly or indirectly, sell, transfer, charge, encumber, grant any option over or otherwise dispose of any interest in any of the TPV Shares held by them, nor will they accept any other offer in respect of any or any of such TPV Shares;
- (d) the Rollover Shareholders will remain as shareholders of TPV immediately after the Scheme becomes effective; and

- (e) each of Dr. Hsuan and Mr. Zhang has undertaken not to exercise any Share Options held by him and to accept the Option Offer in respect of all his Share Options.

The Rollover Agreement will be terminated if the Scheme lapses or is withdrawn in accordance with its terms.

Rollover Conditions

The implementation of the Rollover Arrangement is subject to the fulfilment of the Rollover Conditions:

- (a) the receipt of an opinion from the independent financial adviser to the independent board committee of TPV established for the purpose of the Proposal confirming that the Rollover Arrangement is fair and reasonable as far as the Independent Shareholders are concerned;
- (b) the passing of an ordinary resolution by the Independent Shareholders at the SGM to approve the Rollover Arrangement;
- (c) the Scheme becomes effective; and
- (d) the grant of consent from the Executive in respect of the Rollover Arrangement.

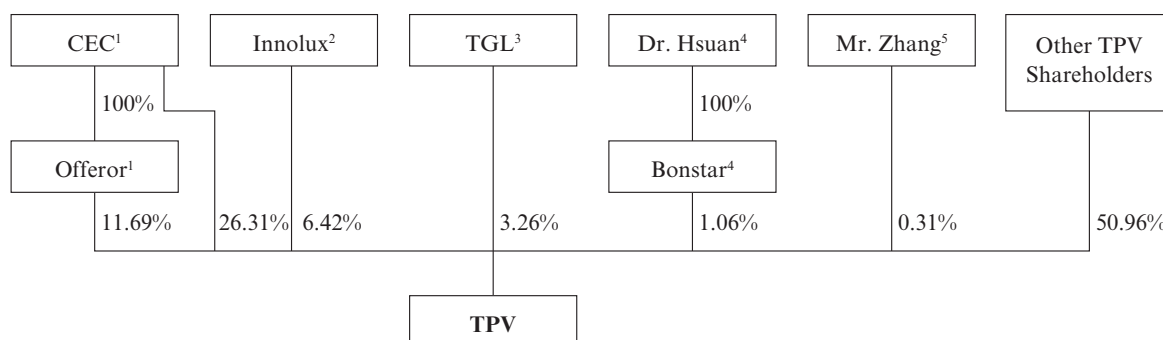
Independent Shareholders' Approval

As the Rollover Agreement was only entered into by and between the Offeror and the Rollover Shareholders and the Rollover Arrangement thereunder is not offered to all TPV Shareholders, the Rollover Arrangement constitutes a special deal and requires the consent of the Executive under Rule 25 of the Takeovers Code. The Offeror will make an application for consent from the Executive to the Rollover Arrangement conditional on (i) the Independent Financial Adviser to the Independent Board Committee confirming that the Rollover Arrangement is fair and reasonable as far as the Independent Shareholders are concerned, and (ii) the passing of an ordinary resolution by the Independent Shareholders at the SGM to approve the Rollover Arrangement. Accordingly, as set out in Condition (g), the Proposal and the Scheme are subject to (i) the receipt of an opinion from the Independent Financial Adviser to the Independent Board Committee confirming that the Rollover Arrangement is fair and reasonable as far as the Independent Shareholders are concerned; (ii) the passing of an ordinary resolution by the Independent Shareholders at the SGM to approve the Rollover Arrangement; and (iii) the grant of consent from the Executive in respect of the Rollover Arrangement.

The Rollover Shareholders are presumed to be acting in concert with the Offeror for the purpose of the Takeovers Code as a result of the Rollover Arrangement.

6. SHAREHOLDING STRUCTURE OF TPV

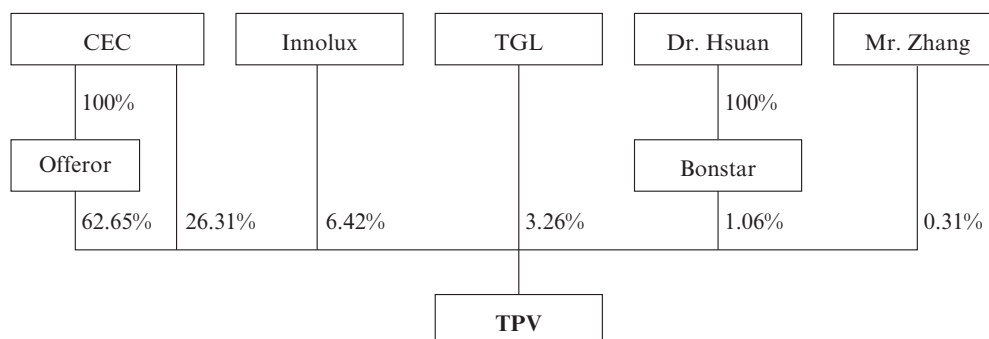
The chart below shows a simplified shareholding structure of TPV as at the date of this joint announcement:



Notes:

- 1 The Offeror and CEC are the registered holders of the aggregate of 891,328,647 TPV Shares held within the CEC Group, of which 617,130,000 TPV Shares are held by CEC and 274,198,647 TPV Shares are held by the Offeror. The Offeror is an indirect wholly-owned subsidiary of CEC.
- 2 150,500,000 TPV Shares are held by Innolux, representing approximately 6.42% of the total issued share capital of TPV.
- 3 TGL is interested in 76,530,000 TPV Shares, representing approximately 3.26% of the total issued share capital of TPV.
- 4 24,754,803 TPV Shares are held by Bonstar, representing approximately 1.06% of the total issued share capital of TPV. Bonstar is wholly-owned by Dr. Hsuan who is the chairman, chief executive officer and executive director of TPV. As at the date of this joint announcement, Dr. Hsuan held 600,000 2003 Share Options. Dr. Hsuan has undertaken not to exercise any Share Options held by him and to accept the Option Offer in respect of all his Share Options.
- 5 Mr. Zhang is interested in 7,200,000 Shares, representing approximately 0.31% of the total issued share capital of TPV. As at the date of this joint announcement, Mr. Zhang held 400,000 2015 Share Options. Mr. Zhang has undertaken not to exercise any Share Options held by him and to accept the Option Offer in respect of all his Share Options.
- 6 The shareholding percentage in the diagram is subject to rounding adjustment.

Assuming that no outstanding Share Options are exercised before the Record Date and there is no other change in shareholding of TPV before completion of the Proposal, the chart below shows a simplified shareholding structure of TPV immediately following implementation of the Proposal:



Note: The shareholding percentage in the diagram is subject to rounding adjustment.

As at the date of this joint announcement, TPV had 2,345,636,139 TPV Shares in issue, the Offeror held 274,198,647 TPV Shares, representing approximately 11.69% of the issued share capital of TPV and CEC held 617,130,000 TPV Shares, representing approximately 26.31% of the issued share capital of TPV. As at the date of this joint announcement, the Scheme Shares, comprising 1,195,322,689 TPV Shares, represent approximately 50.96% of the issued share capital of TPV.

The table below sets out the shareholding structure of TPV as at the date of this joint announcement and immediately following implementation of the Proposal, assuming that no outstanding Share Options are exercised before the Record Date and there is no other change in shareholding of TPV before completion of the Proposal:

TPV Shareholders	As at the date of this joint announcement		Immediately following implementation of the Proposal	
	Number of TPV Shares	Approximate %	Number of TPV Shares	Approximate %
The Offeror				
CEIEC	274,198,647	11.69	1,469,521,336	62.65
Concert party of the Offeror not subject to the Scheme				
CEC	617,130,000	26.31	617,130,000	26.31
Innolux ⁽³⁾	150,500,000	6.42	150,500,000	6.42
TGL ⁽³⁾⁽⁴⁾	76,530,000	3.26	76,530,000	3.26
Bonstar ⁽³⁾	24,754,803	1.06	24,754,803	1.06
Mr. Zhang ⁽³⁾	7,200,000	0.31	7,200,000	0.31
Aggregate number of TPV Shares held by the Offeror and its concert parties⁽⁵⁾	1,150,313,450	49.04	2,345,636,139	100
Scheme Shareholders⁽⁶⁾⁽⁷⁾⁽⁸⁾	1,195,322,689	50.96	—	—
Total number of TPV Shares in issue	2,345,636,139	100	2,345,636,139	100

Notes:

- (1) The TPV Shares in which the Offeror, CEC and the Rollover Shareholders are interested will not form part of the Scheme Shares and will not be cancelled.
- (2) The Offeror and CEC are the registered holders of the aggregate of 891,328,647 TPV Shares held within the CEC Group, of which 617,130,000 Shares are held by CEC and 274,198,647 Shares are held by the Offeror. The Offeror is an indirect wholly-owned subsidiary of CEC.
- (3) The Rollover Shareholders are presumed to be acting in concert with the Offeror for the purpose of the Takeovers Code as a result of the Rollover Arrangement.
- (4) TGL is beneficially owned by certain employees of TPV. The ultimate beneficial owners of TGL are not presumed to be parties acting in concert with the Offeror for the purpose of the Takeovers Code merely due to his/her role as a beneficial owner of TGL.

- (5) This does not include the 1,468,000 TPV Shares held by Mr. Wang other than his legal and beneficial interests in TGL. Mr. Wang is presumed to be acting in concert with the Offeror for the purpose of the Takeovers Code. The 1,468,000 TPV Shares held by Mr. Wang other than his legal and beneficial interests in TGL will form part of the Scheme Shares, but Mr. Wang will be required not to vote on the Scheme at the Court Meeting and the Rollover Arrangement at the SGM.
- (6) The Scheme Shares held by the Scheme Shareholders may include the holding of TPV Shares by the Excluded Employees (if any). The Excluded Employees who hold TPV Shares (other than their beneficial interest in TGL) (if any) will be required not to vote on the Scheme at the Court Meeting and not to vote on the Rollover Arrangement at the SGM. A joint announcement will be made by the Offeror and TPV on the shareholding (if any) of the Excluded Employees in TPV (other than their beneficial interest in TGL) as soon as practicable after the publication of this joint announcement.
- (7) The TPV Shares held by any member of the CICC group acting in the capacity of an exempt principal trader for the purpose of the Takeovers Code will form part of the Scheme Shares but will not be voted on the Scheme at the Court Meeting and the Rollover Arrangement at the SGM. As at the date of this joint announcement, 58,000 TPV Shares were held by certain member of the CICC group acting in its capacity of an exempt principal trader.
- (8) This includes the 1,468,000 TPV Shares held by Mr. Wang other than his legal and beneficial interests in TGL. Mr. Wang is presumed to be acting in concert with the Offeror for the purpose of the Takeovers Code. The 1,468,000 TPV Shares held by Mr. Wang other than his legal and beneficial interests in TGL will form part of the Scheme Shares, but Mr. Wang will be required not to vote on the Scheme at the Court Meeting and the Rollover Arrangement at the SGM.
- (9) The shareholding percentage in the table is subject to rounding adjustment.

Share Options

As at the date of this joint announcement, there were (i) 18,670,000 outstanding Share Options granted under the 2003 Share Option Scheme, each relating to one TPV Share, of which 600,000 2003 Share Options are held by Dr. Hsuan, 400,000 2003 Share Options are held by Mr. M Hsuan, 400,000 2003 Share Options are held by Mr. Wang and the remaining 17,270,000 2003 Share Options are held by other employees of the TPV Group; and (ii) 8,128,000 outstanding Share Options granted under the 2015 Share Option Scheme, each relating to one TPV Share, of which 400,000 2015 Share Options are held by Mr. Zhang, 116,000 2015 Share Options are held by Mr. M Hsuan and the remaining 7,612,000 2015 Share Options are held by other employees of the TPV Group.

The exercise of all the Share Options in full would result in the issue of 26,798,000 new TPV Shares (representing approximately 1.14% of the issued share capital of TPV as at the date of this joint announcement) and approximately 1.13% of the issued share capital of TPV as enlarged by the issue of such new TPV Shares.

The Offeror will make (or procure to be made on their behalf) an appropriate offer to the Optionholders to cancel every Outstanding Share Option in accordance with Rule 13 of the Takeovers Code. The Option Offer will be conditional upon the Scheme becoming effective.

Further information on the Option Offer will be set out in a letter to the Optionholders which will be despatched at or around the same time as the despatch of the Scheme Document.

Shareholding structure assuming all Share Options that are expected to be vested before the Long Stop Date with positive see-through price held by Optionholders are exercised (other than Mr. Zhang who will not exercise any 2015 Share Options held by him in accordance with the Rollover Agreement)

The table below sets out the shareholding structure of TPV as at the date of this joint announcement and immediately following implementation of the Proposal, assuming that all Share Options that are expected to be vested before the Long Stop Date with positive see-through price held by Optionholders are exercised (other than Mr. Zhang who will not exercise any 2015 Share Options held by him in accordance with the Rollover Agreement) before the Record Date and that there is no other change in shareholding of TPV before completion of the Proposal:

TPV Shareholders	As at the date of this joint announcement		Immediately following implementation of the Proposal	
	<i>Number of TPV Shares</i>	<i>Approximate %</i>	<i>Number of TPV Shares</i>	<i>Approximate %</i>
The Offeror				
CEIEC	274,198,647	11.69	1,477,249,336	62.77
Concert party of the Offeror not subject to the Scheme				
CEC	617,130,000	26.31	617,130,000	26.22
Innolux ⁽³⁾	150,500,000	6.42	150,500,000	6.40
TGL ⁽³⁾⁽⁴⁾	76,530,000	3.26	76,530,000	3.25
Bonstar ⁽³⁾	24,754,803	1.06	24,754,803	1.05
Mr. Zhang ⁽³⁾	7,200,000	0.31	7,200,000	0.31
Aggregate number of TPV Shares held by the Offeror and its concert parties⁽⁵⁾	1,150,313,450	49.04	2,353,364,139	100
Scheme Shareholders⁽⁶⁾⁽⁷⁾⁽⁸⁾	1,195,322,689	50.96	—	—
Total number of TPV Shares in issue	2,345,636,139	100	2,353,364,139	100

Notes:

- (1) The TPV Shares in which the Offeror, CEC and the Rollover Shareholders are interested will not form part of the Scheme Shares and will not be cancelled.
- (2) The Offeror and CEC are the registered holders of the aggregate of 891,328,647 TPV Shares held within the CEC Group, of which 617,130,000 Shares are held by CEC and 274,198,647 Shares are held by the Offeror. The Offeror is an indirect wholly-owned subsidiary of CEC.
- (3) The Rollover Shareholders are presumed to be acting in concert with the Offeror for the purpose of the Takeovers Code as a result of the Rollover Arrangement.
- (4) TGL is beneficially owned by certain employees of TPV. The ultimate beneficial owners of TGL are not presumed to be parties acting in concert with the Offeror for the purpose of the Takeovers Code merely due to his/her role as a beneficial owner of TGL.
- (5) This does not include the 1,468,000 TPV Shares held by Mr. Wang other than his legal and beneficial interests in TGL. Mr. Wang is presumed to be acting in concert with the Offeror for the purpose of the Takeovers Code. The 1,468,000 TPV Shares held by Mr. Wang other than his legal and beneficial interests in TGL will form part of the Scheme Shares, but Mr. Wang will be required not to vote on the Scheme at the Court Meeting and the Rollover Arrangement at the SGM.
- (6) The Scheme Shares held by the Scheme Shareholders may include the holding of TPV Shares by the Excluded Employees (if any). The Excluded Employees who hold TPV Shares (other than their beneficial interest in TGL) (if any) will be required not to vote on the Scheme at the Court Meeting and not to vote on the Rollover Arrangement at the SGM. A joint announcement will be made by the Offeror and TPV on the shareholding (if any) of the Excluded Employees in TPV (other than their beneficial interest in TGL) as soon as practicable after the publication of this joint announcement.
- (7) The TPV Shares held by any member of the CICC group acting in the capacity of an exempt principal trader for the purpose of the Takeovers Code will form part of the Scheme Shares but will not be voted on the Scheme at the Court Meeting and the Rollover Arrangement at the SGM. As at the date of this joint announcement, 58,000 TPV Shares were held by certain member of the CICC group acting in its capacity of an exempt principal trader.
- (8) This includes the 1,468,000 TPV Shares held by Mr. Wang other than his legal and beneficial interests in TGL. Mr. Wang is presumed to be acting in concert with the Offeror for the purpose of the Takeovers Code. The 1,468,000 TPV Shares held by Mr. Wang other than his legal and beneficial interests in TGL will form part of the Scheme Shares, but Mr. Wang will be required not to vote on the Scheme at the Court Meeting and the Rollover Arrangement at the SGM.
- (9) The shareholding percentage in the table is subject to rounding adjustment.

7. REASONS FOR AND BENEFITS OF THE PROPOSAL

For the Offeror and TPV: facilitate a long term growth track of TPV

In the context of strategic transformation in the display industry, the Offeror intends to deepen its collaboration with TPV and pursue a series of long-term growth strategies, which, however, may affect TPV's short-term growth profile and share price performance. The proposed privatisation of TPV, if successful, will enable TPV to make strategic decisions focusing on its long-term growth, be relieved from the pressure from market expectations and share price fluctuation associated with being publicly listed company, and reduce the costs associated with compliance and maintaining the listing status of TPV.

Due to the low liquidity in the trading of TPV Shares and the depressed share price in recent years, TPV's current listing platform no longer sufficiently serves as a source of funding for its long term growth, and TPV's ability to raise funds in the equity capital markets for future development and growth is limited. Meanwhile, the depressed share price has an adverse impact on TPV's reputation among suppliers and customers, and therefore on its business and operations. The implementation of the Proposal could mitigate this adverse impact.

For the Scheme Shareholders: a good opportunity to realize their investment with a significant premium

The Offeror intends to offer the Scheme Shareholders an opportunity, if they so wish, to realise their investments in TPV. In respect of the TPV Shares listed on the Stock Exchange, the Cancellation Price of HK\$3.86 per share represents (i) a premium of approximately 41.39% over the closing price on 8 August 2019, being the Last Trading Day; (ii) a premium of approximately 54.50% and 75.04% over the average closing price of approximately HK\$2.50 and approximately HK\$2.21 per TPV Share on the Stock Exchange for 30 and 60 consecutive trading days up to and including the Last Trading Day, respectively; and (iii) a premium of approximately 41.39% over the highest closing price during the six month period preceding and including 8 August 2019, being the Last Trading Day; and

The average daily trading volume of the TPV Shares listed on the Stock Exchange for the 180 consecutive trading days up to and including the Last Trading Day was approximately 5.30 million TPV Shares per day, representing only approximately 0.23% of the issued TPV Shares and 0.44% of the issued TPV Shares held by the Scheme Shareholders as at the date of this joint announcement. The relatively low trading liquidity of the TPV Shares makes it difficult for Shareholders to execute substantial on-market disposals without adversely affecting the price of the TPV Shares. The Proposal is intended to provide the Scheme Shareholders with an opportunity to realise their investment in TPV for cash at an attractive premium without having to suffer any illiquidity discount.

8. INTENTION OF THE OFFEROR WITH REGARD TO TPV

It is the intention of the Offeror for the TPV Group to maintain its existing business upon the successful privatisation of TPV. The Offeror has no plan to introduce any material changes to the business and/or assets of the TPV Group, or to redeploy its major fixed assets or discontinue the employment of employees of the TPV Group as a result of the Proposal.

9. INFORMATION ON TPV

TPV is an internationally-renowned monitor and TV manufacturer. It has been listed on both the Stock Exchange and the Singapore Exchange since 1999.

TPV serves as an original design manufacturer for some of the best-known TV and PC brands and also distributes its own brands “AOC”, “Envision” and licensed Philips monitors, TVs, mobile phones and tablets products in most regions worldwide.

10. INFORMATION ON THE OFFEROR

The Offeror is a company incorporated in Hong Kong with limited liability on 19 September 1972. The Offeror is an operating subsidiary within the CEC Group and it is principally engaged in the overseas financing and investment activities of the CEC Group.

The Offeror is a wholly-owned subsidiary of CECL. CECL is a wholly-owned subsidiary of CEC, which is a state-owned enterprise established in 1989 under the PRC Laws with approval from the PRC State Council.

11. INFORMATION ON CECL

CECL was established in the PRC with limited liability on 1 December 2016. It is a holding vehicle within the CEC Group and does not have any operating activities.

As at 31 December 2018, the registered capital of CECL was RMB5,100 million and the total consolidated asset of CECL amounted to approximately RMB205 billion.

12. INFORMATION ON CEC

CEC is a state-owned enterprise established in 1989 under the PRC Laws with approval from the PRC State Council. It is a leading national electronics and information technology enterprise administered by the PRC government. The principal business of CEC includes network security, new display, integrated circuits, high-tech electronics, information services and other electronic information industry fields featuring national strategy, foundation and guidance in the PRC.

13. OVERSEAS TPV SHAREHOLDERS

The making of the Proposal to persons not resident in Hong Kong or Singapore may be subject to the laws and regulations of the relevant jurisdictions. Such persons should inform themselves about and observe any applicable legal, tax and regulatory requirements. It is the responsibility of any overseas Scheme Shareholders wishing to accept the Proposal to satisfy themselves as to the full observance of the laws and regulations of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consents which may be required, and the compliance with other necessary formalities and the payment of any issue, transfer or other taxes due from such person in such jurisdiction.

In the event that the despatch of the Scheme Document to overseas TPV Shareholders is prohibited by any relevant law or regulation or may only be effected after compliance with conditions or requirements that the directors of TPV regard as unduly onerous or burdensome (or otherwise not in the best interests of TPV or the TPV Shareholders), the Scheme Document will not be despatched to such overseas TPV Shareholders. For that purpose, the Offeror may apply for any waivers as may be required by the Executive pursuant to Note 3 to Rule 8 of the Takeovers Code at such time. Any such waiver will only be granted if the Executive is satisfied that it would be unduly burdensome to despatch the Scheme Document to such overseas TPV Shareholders. In granting the waiver, the Executive will be concerned to see that all material information in the Scheme Document is made available to such overseas TPV Shareholders. The Executive may or may not give such waiver.

14. WITHDRAWAL OF LISTING OF SHARES

Upon the Scheme becoming effective, all the Scheme Shares will be cancelled. TPV Share certificates for the TPV Shares listed on the Stock Exchange and held by the Scheme Shareholders will thereafter cease to have effect as documents of or evidence of title. TPV will apply to the Stock Exchange and the Singapore Exchange for the withdrawal of the listing of the TPV Shares on the Stock Exchange and the Singapore Exchange, respectively, subject to the Scheme becoming effective.

The Scheme Shareholders will be notified of the exact dates of the Court Meeting and the SGM to approve and give effect to the Scheme, and the dates on which the Scheme and the withdrawal of the listing of the TPV Shares on the Stock Exchange and the Singapore Exchange will become effective.

The Scheme will lapse if it does not become effective on or before the Long Stop Date (or such later date as the Offeror and TPV may agree and the Supreme Court of Bermuda may allow and, in all cases, as permitted by the Executive), and the Independent Shareholders will be notified by way of announcement accordingly. A detailed timetable for the Proposal will be included in the Scheme Document to be despatched to TPV Shareholders.

The listing of the TPV Shares on the Stock Exchange and the Singapore Exchange will not be withdrawn if the Scheme lapses, is not approved or is withdrawn in accordance with its terms.

The legal advisor of TPV as to Singapore laws confirmed that the Singapore Code on Takeovers and Mergers does not apply to the Scheme and the proposed withdrawal of listing, as the TPV Shares only have a secondary listing on the Singapore Exchange.

15. INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

The Independent Board Committee, comprising all the independent non-executive directors of TPV, has been formed to advise the Independent Shareholders on the Proposal, the Scheme, the Option Offer and the Rollover Arrangement. The recommendation of the Independent Board Committee as to whether the terms of the Proposal, the Scheme, the Option Offer and the Rollover Arrangement are or are not fair and reasonable, and as to voting by the Independent Shareholders at the Court Meeting and the SGM, will be set out in the Scheme Document.

As (i) Mr. Zhang Dongchen, Mr. Xu Guofei, Mr. Sun Jie, Dr. Li Jun and Ms. Bi Xianghui are personnel or senior management of CEC, the indirect holding company of the Offeror; (ii) Mr. Sun Jie is a director of CECL, the direct holding company of the Offeror; and (iii) Dr. Li Jun and Ms. Bi Xianghui are directors of the Offeror, all the non-executive directors of TPV are regarded as being interested in the Proposal and therefore do not form part of the Independent Board Committee.

The board of directors of TPV, with the approval of the Independent Board Committee, has appointed Somerley Capital Limited as the Independent Financial Adviser to advise the Independent Board Committee in connection with the Proposal, the Scheme, the Option Offer and the Rollover Arrangement.

The directors of TPV (excluding members of the Independent Board Committee whose views will be set out in the Scheme Document) believe that the terms of the Proposal and the Scheme are fair and reasonable and in the interests of the Shareholders as a whole.

16. DESPATCH OF THE SCHEME DOCUMENT

The Scheme Document (containing, among others, further details of the Proposal, the Scheme, the Option Offer, the Rollover Arrangement, the expected timetable, an explanatory statement as required by the Bermuda Companies Act, information regarding TPV and the Offeror, the recommendation of the Independent Board Committee in respect of the Proposal, the Scheme, the Option Offer and the Rollover Arrangement, a letter of advice from the Independent Financial Adviser, and the notice of the Court Meeting and the notice of the SGM as well as the particulars required by the Takeovers Code) will be despatched to TPV Shareholders and the Optionholders as soon as practicable and in compliance with the requirements of the Takeovers Code, the Bermuda Companies Act, the Supreme Court of Bermuda, applicable rules of the Singapore Listing Manual and other applicable laws and regulations.

17. FURTHER AGREEMENTS OR ARRANGEMENTS

There are no voting rights in respect of TPV Shares or rights over TPV Shares in respect of which the Offeror or any person acting in concert with it (including the Rollover Shareholders) has received an irrevocable commitment to vote in favour of or against the Scheme or accept or reject the Proposal, and there are no other arrangements (whether by way of option, indemnity or otherwise) in relation to TPV Shares or shares of the Offeror and CEC which might be material to the Proposal or the Scheme.

Save as disclosed in this joint announcement, none of the Offeror or any person acting in concert with it (including the Rollover Shareholders) holds any convertible securities, options or warrants in respect of any TPV Shares or any voting rights in respect of TPV Shares or rights over TPV Shares.

There are no outstanding derivatives in respect of TPV Shares or any other securities of TPV entered into by the Offeror or any person acting in concert with the Offeror (including the Rollover Shareholders).

The Offeror confirms that there are no agreements or arrangements to which it is a party which relate to the circumstances in which it may or may not invoke or seek to invoke a Condition.

The Offeror confirms that the Offeror and parties acting in concert with it (including the Rollover Shareholders) have not borrowed or lent any TPV Shares or any other securities of TPV as at the date of this joint announcement.

18. DISCLOSURE OF DEALINGS

Associates of TPV and the Offeror are reminded to disclose their dealings in any relevant securities of TPV.

In accordance with Rule 3.8 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 any relevant securities of TPV 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 of the Offeror or TPV and other persons under Rule 22 of the Takeovers Code and that those clients 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 under the Takeovers Code. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security of TPV 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 any relevant securities of TPV 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.”

Save as disclosed in this joint announcement, there is no understanding, arrangement or agreement or special deal between (1) any Shareholder of TPV; and (2)(a) the Offeror and any party acting in concert with it (including the Rollover Shareholders), or (b) TPV, TPV’s subsidiaries or associated companies.

Scheme Shareholders are recommended to consult their own professional advisers if they are in any doubt as to the taxation implications of accepting the Proposal. It is emphasised that none of the Offeror, TPV, CICC, the Independent Financial Adviser or any of their respective directors, officers or associates or any other person involved in the Proposal accepts responsibility for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the Proposal.

19. TRADING HALT AND RESUMPTION OF TRADING IN THE TPV SHARES ON THE STOCK EXCHANGE

At the request of TPV, trading of TPV Shares on the Stock Exchange was halted from 9:00 am on 9 August 2019, pending the issue of this joint announcement. An application has been made by TPV to the Stock Exchange for the resumption of trading of TPV Shares on the Stock Exchange with effect from 9:00 am on 13 August 2019.

WARNING

The Proposal, the Scheme and the Option Offer are conditional upon the satisfaction or (where applicable) waiver of conditions. Accordingly, the Proposal may or may not be implemented, the Scheme may or may not become effective and the Option Offer may or may not be implemented. TPV Shareholders and potential investors of TPV should therefore exercise caution when dealing in the securities of TPV. Persons who are in doubt as to the action they should take should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.

DEFINITIONS

In this joint announcement, the following expressions have the meanings set forth below unless the context requires otherwise.

“2003 Share Option Scheme”	the share option scheme of TPV adopted by TPV on 15 May 2003
“2003 Share Option(s)”	the share option(s) granted under the 2003 Share Option Scheme
“2015 Share Option Scheme”	the share option scheme of TPV adopted by TPV on 2 November 2015
“2015 Share Option(s)”	the share option(s) granted under the 2015 Share Option Scheme
“acting in concert”	has the meaning given in the Takeovers Code
“associates”	has the meaning given in the Takeovers Code
“Authorisations”	all necessary notifications, registrations, applications, filings, authorisations, orders, recognitions, grants, consents, licences, confirmations, clearances, permissions, no-action relief, exemption relief orders and approvals, and all appropriate waiting periods (including extensions thereof), in connection with the Proposal

“Bermuda Companies Act”	the Companies Act 1981 of Bermuda, as amended from time to time
“Bonstar”	Bonstar International Limited, a company incorporated in the British Virgin Islands with limited liability on 20 May 2005
“Cancellation Price”	a price of HK\$3.86 per Scheme Share payable in cash to the Scheme Shareholders pursuant to the Scheme
“CDP”	The Central Depository (Pte) Limited
“CEC”	China Electronics Corporation, a state-owned enterprise established in 1989 under the PRC Laws with approval from the PRC State Council
“CEC Group”	CEC and its subsidiaries
“CECL”	China Electronics Corporation Limited, a company established in the PRC with limited liability on 1 December 2016
“CEIEC” or “Offeror”	CEIEC (H.K.) Limited, a company incorporated in Hong Kong with limited liability on 19 September 1972
“CICC”	China International Capital Corporation Hong Kong Securities Limited, the financial adviser of the Offeror in connection with the Proposal, which is a licensed corporation under the SFO, licensed to carry out Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 5 (advising on futures contracts) and Type 6 (advising on corporate finance) regulated activities
“Condition(s)”	the condition(s) of the Proposal, as set out in the section headed “Conditions of the Proposal” of this joint announcement
“Court Meeting”	a meeting of the Scheme Shareholders to be convened at the direction of the Supreme Court of Bermuda, at which the Scheme will be voted upon
“Court Order”	the order of the Supreme Court of Bermuda confirming the sanction of the Scheme
“Dr. Hsuan”	Dr. Jason Hsuan (宣建生), the chairman, chief executive officer and executive director of TPV
“Effective Date”	the date on which the Court Order has been delivered to the Registrar of Companies in Bermuda for registration

“Excluded Employee(s)”	the ultimate beneficial owner(s) of TGL (other than Mr. Wang) who hold TPV Shares other than through their beneficial interests in TGL
“Executive”	the Executive Director of the Corporate Finance Division of the SFC or any delegate thereof
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	the independent board committee of TPV formed to advise the Independent Shareholders on, among others, the Proposal
“Independent Financial Adviser”	Somerley Capital Limited, a licensed corporation registered under the SFO to conduct Type 1 (dealings in securities) and Type 6 (advising on corporate finance) regulated activities as defined in the SFO, which has been appointed as the independent financial adviser to advise the Independent Board Committee on the Proposal, the Scheme, the Option Offer and the Rollover Arrangement
“Independent Shareholders”	TPV Shareholders other than CEIEC, CEC, the Rollover Shareholders and any other persons acting in concert with any of them and the Excluded Employee(s). For the avoidance of doubt, Independent Shareholders include any member of the CICC group acting as a registered owner of Scheme Shares held on behalf of a beneficial owner where the beneficial owner (i) controls the voting rights attaching to those Scheme Shares; (ii) if those Scheme Shares are voted, gives instructions as to how those Scheme Shares are to be voted; and (iii) is not the Offeror, the persons acting in concert with the Offeror and the Rollover Shareholders
“Innolux”	InnoLux Corporation, a company established in Taiwan in 2003 and publicly listed on Taiwan Stock Exchange in 2006
“Last Trading Day”	8 August 2019, being the last full trading day prior to the trading halt of TPV Shares pending the issue of this joint announcement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Long Stop Date”	31 March 2020

“Mr. M Hsuan”	Mr. M. Hsuan (宣邁克), the son of Dr. Hsuan, who is a concert party of Dr. Hsuan under the Takeovers Code
“Mr. Wang”	Mr. Wang Pi-Lu (王必祿), the sole registered shareholder and a director of TGL and is beneficially interested in 550,000 shares in TGL
“Mr. Zhang”	Mr. Zhang Qiang (張強), a vice president and deputy chief financial officer of TPV
“NDRC”	National Development and Reform Commission of the PRC
“Optionholders”	holder(s) of the Share Options
“Option Offer”	the offer to be made by or on behalf of the Offeror to the holders of the outstanding Share Options
“Option Offer Price”	the price for cancellation of each outstanding Share Option
“Outstanding Share Option(s)”	the outstanding, vested and unvested, share option(s) granted under the Share Option Scheme from time to time
“PRC”	the People’s Republic of China, but for the purpose of this joint announcement, excluding Hong Kong, Macau Special Administrative Region and Taiwan
“Proposal”	the proposal for the privatisation of TPV by the Offeror by way of the Scheme and the Option Offer, on the terms and subject to the conditions as described in this joint announcement
“Record Date”	the record date to be announced for determining participation under the Scheme
“Relevant Authorities”	appropriate governments and/or governmental bodies, regulatory bodies, courts or institutions (including the SFC and the Stock Exchange)
“Rollover Agreement”	the rollover agreement entered into between the Offeror and the Rollover Shareholders on 12 August 2019
“Rollover Arrangement”	the arrangement between the Offeror and the Rollover Shareholders under the Rollover Agreement
“Rollover Conditions”	the conditions of the Rollover Arrangement, as set out in the section headed “Rollover Agreement — Rollover Conditions” of this joint announcement

“Rollover Shareholders”	Innolux, TGL, Bonstar and Mr. Zhang
“S\$”	Singapore dollars, the lawful currency of Singapore
“SAMR”	State Administration for Market Regulation of the PRC
“Scheme”	a scheme of arrangement under Section 99 of the Bermuda Companies Act between TPV and the Scheme Shareholders involving, <i>inter alia</i> , the cancellation of all the Scheme Shares
“Scheme Document”	the scheme document to be issued by TPV to the TPV Shareholders in relation to the Scheme
“Scheme Shareholders”	TPV Shareholders other than CEIEC, CEC and the Rollover Shareholders
“Scheme Shares”	TPV Shares held by the Scheme Shareholders
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Cap 571 of the Laws of Hong Kong)
“SGM”	the special general meeting of TPV to be convened to be held immediately following the Court Meeting to consider and if thought fit, approve, <i>inter alia</i> , any capital reduction associated with the cancellation of the Scheme Shares
“Share Option(s)”	the outstanding share option(s) granted under the 2003 Share Option Scheme or the 2015 Share Option Scheme from time to time
“Share Option Scheme”	the 2003 Share Option Scheme or the 2015 Share Option Scheme
“Singapore Exchange”	Singapore Exchange Securities Trading Limited
“Singapore Listing Manual”	the Listing Rules of the Singapore Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers

“TGL”	Typical Gold Limited, a company incorporated in the British Virgin Islands with limited liability on 20 February 2017
“TPV”	TPV Technology Limited, a company incorporated in Bermuda with limited liability, the shares of which are primary listed on the Main Board of the Stock Exchange (Stock Code 903) and secondary listed on the Singapore Exchange (Stock Code T18)
“TPV Group”	TPV and its subsidiaries
“TPV Shares”	ordinary shares of US\$0.01 each in the share capital of TPV
“TPV Shareholders”	holders of TPV Shares
“US”	the United States of America
“US\$”	United States dollars, the lawful currency of the US
“%”	per cent. or percentage

On behalf of the board of directors of
CEIEC (H.K.) LIMITED
Mr. Zhang Zhiyong
Director

On behalf of the board of directors of
TPV TECHNOLOGY LIMITED
Dr. Hsuan, Jason
Chairman and Chief Executive Officer

Hong Kong, 12 August 2019

As at the date of this joint announcement, the board of directors of TPV comprises one executive director, namely Dr Hsuan, Jason, and five non-executive directors, namely Mr Zhang Dongchen, Mr Xu Guofei, Mr Sun Jie, Dr Li Jun and Ms Bi Xianghui and three independent non-executive directors, namely Mr Chan Boon Teong, Dr Ku Chia-Tai and Mr Wong Chi Keung.

The directors of TPV jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement relating to the TPV Group and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement by the directors of TPV have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, the board of directors of CEIEC comprises Mr. Zhang Zhiyong, Mr. Li Jun and Ms. Bi Xianghui.

The directors of CEIEC jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the TPV Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by directors of TPV) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, the sole director of CECL is Mr. Sun Jie.

The sole director of CECL accepts full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the TPV Group) and confirms, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than opinions expressed by directors of TPV) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.