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UNIC Capital Management Co., Ltd.*
(中青芯鑫(蘇州工業園區)資產管理有限責任公司)
(Incorporated in the PRC with limited liability)



Sino Xin Ding Limited
(芯鼎有限公司)
(Incorporated in Hong Kong with limited liability)

Unisplendour Technology (Holdings) Limited
紫光科技(控股)有限公司*
(Incorporated in Bermuda with limited liability)
(Stock Code: 00365)

JOINT ANNOUNCEMENT
(1) COMPLETION OF SALE AND PURCHASE OF
SHARES IN UNISPLENDOUR TECHNOLOGY (HOLDINGS) LIMITED
AND
(2) MANDATORY UNCONDITIONAL CASH OFFER BY
CHINA INTERNATIONAL CAPITAL CORPORATION HONG KONG
SECURITIES LIMITED
FOR AND ON BEHALF OF
THE JOINT OFFERORS
TO ACQUIRE ALL OF THE ISSUED SHARES OF UNISPLENDOUR TECHNOLOGY
(HOLDINGS) LIMITED
(OTHER THAN THOSE ALREADY OWNED AND/OR AGREED TO BE ACQUIRED
BY THE JOINT OFFERORS AND PARTIES ACTING IN CONCERT WITH THEM)

Financial Adviser to the Joint Offerors



Independent Financial Adviser to the Independent Board Committee



Reference is made to the joint announcement dated 17 September 2019 (the “**Rule 3.5 Announcement**”) issued by UNIC Capital Management Co., Ltd.* (“**UNIC Capital**”), Sino Xin Ding Limited (“**Sino Xin Ding**”; together with UNIC Capital, the “**Joint Offerors**”) and Unisplendour Technology (Holdings) Limited (the “**Company**”) in relation to, among other things, the agreement dated 17 September 2019 regarding the sale and purchase of shares in the Company (the “**Share Purchase Agreement**”). Unless otherwise stated, the capitalized terms used in this joint announcement shall have the same meanings as those defined in the Rule 3.5 Announcement.

COMPLETION OF THE SHARE PURCHASE AGREEMENT

The Joint Offerors and the Company (as informed by the Vendor) are pleased to announce that all Conditions were fulfilled in accordance with the Share Purchase Agreement and the Completion took place on 26 September 2019. Pursuant to the terms of the Share Purchase Agreement, a total of 986,829,420 Shares have been transferred by the Vendor to Sino Xin Ding at the Consideration of HK\$990 million (equivalent to approximately HK\$1.00 per Sale Share).

Set out below is a table showing the shareholding structure of the Company (i) immediately prior to the Completion, and (ii) immediately upon the Completion and as at the date of this joint announcement:

	Immediately prior to the Completion		Immediately after Completion and as at the date of this joint announcement	
	No. of Shares	Approximate %	No. of Shares	Approximate %
Joint Offerors and the parties acting in concert with them (including Shanghai SEMI Fund and Zhanxing Fund)				
- Sino Xin Ding	Nil	Nil	986,829,420	67.82
- UNIC Capital [#]	Nil	Nil	Nil	Nil
- Parties acting in concert with the Joint Offerors (other than the Vendor and its parties acting in concert)	Nil	Nil	Nil	Nil
Vendor	986,829,420	67.82	Nil	Nil
Public Shareholders	<u>468,170,580</u>	<u>32.18</u>	<u>468,170,580</u>	<u>32.18</u>
Total	<u>1,455,000,000</u>	<u>100.00</u>	<u>1,455,000,000</u>	<u>100.00</u>

Note:

[#] UNIC Capital is the only controlling shareholder of Sino Xin Ding with a majority shareholding therein and is deemed to have an interest in the Shares held by Sino Xin Ding under Part XV of the SFO.

MANDATORY UNCONDITIONAL CASH OFFER

Upon the Completion, the Joint Offerors and parties acting in concert with them (including Shanghai SEMI Fund and Zhanxing Fund) will be interested in 986,829,420 Shares, representing approximately 67.82% of the entire issued share capital of the Company. Accordingly, pursuant to Rule 26.1 of the Takeovers Code, the Joint Offerors are required to make a mandatory unconditional cash offer for all the issued Shares (other than those already owned and/or agreed to be acquired by the Joint Offerors and/or parties acting in concert with them (including Shanghai SEMI Fund and Zhanxing Fund)). CICC, on behalf of the Joint Offerors and in compliance with the Takeovers Code, will make the Offer on the terms to be set out in the Composite Document to be issued in accordance with the Takeovers Code.

DESPATCH OF THE COMPOSITE DOCUMENT

It is the intention of the Joint Offerors and the Company to combine the offer document and the Offeree board circular into the Composite Document. Pursuant to Rule 8.2 of the Takeovers Code, the Composite Document is required to be despatched within 21 days of the Rule 3.5 Announcement or such later date as the Executive may approve.

The Composite Document will contain, among other things, (i) the details of the Offer (including the expected timetable and terms of the Offer); (ii) the recommendations from the Independent Board Committee to the Independent Shareholders in relation to the Offer; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee in relation to the Offer; (iv) a property valuation report from RHL Appraisal Limited; and (v) other relevant information on the Joint Offerors and the Group as required by the Takeovers Code, together with the relevant form(s) of acceptance and transfer.

Further announcement(s) in relation to the despatch of the Composite Document will be made by the Joint Offerors and the Company as and when appropriate.

Shareholders are strongly advised to read the Composite Document carefully before deciding whether or not to accept the Offer.

By order of the board of directors of
UNIC Capital Management Co., Ltd.*

Mr. YUAN Yipei
Director

By order of the board of directors of
Sino Xin Ding Limited
Mr. YUAN Yipei
Director

By order of the board of directors of
Unisplendour Technology (Holdings) Limited
Mr. ZHANG Yadong
Chairman

Hong Kong, 26 September 2019

As at the date of this joint announcement, the directors of UNIC Capital are Mr. YUAN Yipei, Mr. DU Yang, Mr. WANG Gang, Mr. WANG Huixuan and Mr. ZHANG Yadong.

As at the date of this joint announcement, the directors of Shanghai Qingxin are Mr. ZHANG Peng, Mr. LIU Dan and Mr. MENG Deqing.

As at the date of this joint announcement, the directors of Sino Xin Ding are Mr. YUAN Yipei and Mr. ZHANG Peng.

As at the date of this joint announcement, the Board of the Company comprises three executive Directors, namely Mr. ZHANG Yadong (Chairman), Mr. XIA Yuan (Chief Executive Officer) and Mr. ZHENG Bo; two non-executive Directors, namely Mr. LI Zhongxiang (Vice Chairman) and Mr. QI Lian; and three independent non-executive Directors, namely Mr. CUI Yuzhi, Mr. BAO Yi and Mr. PING Fan.

All Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Joint Offerors), and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Joint Offerors) 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 contained in this joint announcement misleading.

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

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

** for identification purposes only*