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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)



Unisplendour Technology (Holdings) Limited

(紫光科技(控股)有限公司)*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00365)

Sino Xin Ding Limited

(芯鼎有限公司)

(Incorporated in Hong Kong with limited liability)

JOINT ANNOUNCEMENT

**(1) CLOSE OF MANDATORY UNCONDITIONAL CASH OFFER BY
CHINA INTERNATIONAL CAPITAL CORPORATION HONG KONG
SECURITIES LIMITED FOR AND ON BEHALF OF THE JOINT OFFERORS
TO ACQUIRE ALL THE ISSUED SHARES IN
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);
(2) RESULTS OF THE OFFER;
(3) SETTLEMENT OF THE OFFER; AND
(4) PUBLIC FLOAT OF THE COMPANY**

Financial Adviser to the Joint Offerors



Independent Financial Adviser to the Independent Board Committee



**建泉融資有限公司
VBG Capital Limited**

Reference is made to the composite offer and response document jointly issued by the Joint Offerors and the Company dated 14 October 2019 (the “**Composite Document**”). Unless otherwise specified, terms used herein shall have the same meanings as defined in the Composite Document.

CLOSE OF THE OFFER

The Joint Offerors and the Company jointly announce that the Offer was closed at 4:00 p.m. on Monday, 4 November 2019 and was not revised or extended in accordance with the Takeovers Code.

RESULTS OF THE OFFER

As at 4:00 p.m. on Monday, 4 November 2019, being the latest time and date for acceptance of the Offer as set out in the Composite Document, the Joint Offerors have received valid acceptances in respect of 346,810 Shares under the Offer, representing approximately 0.024% of the total issued share capital of the Company as at the date of this joint announcement.

SETTLEMENT OF THE OFFER

Remittances in respect of the cash consideration (after deducting the seller’s ad valorem stamp duty) payable for the Shares tendered under the Offer will be made to the Independent Shareholders accepting the Offer by ordinary post at their own risk as soon as possible, but in any event within seven (7) Business Days following the date of receipt of all relevant documents (receipt of which renders such acceptance complete and valid) by the Registrar in accordance with the Takeovers Code.

The latest date of posting of remittances for the amounts due in respect of valid acceptances received under the Offer on the Closing Date is Wednesday, 13 November 2019.

SHAREHOLDING STRUCTURE OF THE OFFER

Immediately prior to the commencement of the Offer Period on 29 October 2018, the Joint Offerors and parties acting in concert with them (including Shanghai SEMI Fund and Zhanxing Fund) did not hold, own, control or have direction over any Shares and rights over Shares or voting rights of the Company. Immediately upon Completion, the Joint Offerors and parties acting in concert with them (including Shanghai SEMI Fund and Zhanxing Fund) were interested in a total of 986,829,420 Shares, representing approximately 67.823% of the entire issued share capital of the Company.

Immediately after the close of the Offer, taking into account the valid acceptances in respect of 346,810 Shares under the Offer (subject to the completion of the transfer to the Joint Offerors of such Shares acquired by them under the Offer), the Joint Offerors and parties acting in concert with them (including Shanghai SEMI Fund and Zhanxing Fund) would hold an aggregate of 987,176,230 Shares, representing approximately 67.847% of the total issued share capital of the Company as at the date of this joint announcement.

Save for the Sale Shares indirectly interested in by Tsinghua Unigroup, the Convertible Bonds held by the Vendor and holdings of Shares held by the CICC group on behalf of non-discretionary investment clients, the Joint Offerors and parties acting in concert with any of the Joint Offerors (including Shanghai SEMI Fund and Zhanxing Fund) did not (i) own, control or have direction over any voting rights in any Shares nor own, control or have direction over any other rights or interests in the issued share capital or voting rights of the Company immediately before and during the Offer Period; (ii) has acquired or agreed to acquire any Shares or rights over Shares during the Offer Period; or (iii) borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the Offer Period and up to and including the date of this joint announcement.

The following table sets out the shareholding structure of the Company (i) immediately after the Completion; and (ii) immediately after the close of the Offer and as at the date of this joint announcement (assuming that the transfer to the Joint Offerors of those Offer Shares acquired by the Joint Offerors under the Offer has been completed):

	Immediately after Completion		Immediately after the close of the Offer and as at the date of this joint announcement (assuming that the transfer of the Joint Offerors of those Offer Shares acquired by the Joint Offerors under the Offer has been completed)	
	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>
Joint Offerors and the parties acting in concert with them (including Shanghai SEMI Fund and Zhanxing Fund)				
— Sino Xin Ding	986,829,420	67.823	987,176,230	67.847
— UNIC Capital [#]	Nil	Nil	Nil	Nil
— Parties acting in concert with the Joint Offerors (including Shanghai SEMI Fund and Zhanxing Fund but other than Unis Technology and its parties acting in concert)	Nil	Nil	Nil	Nil
Public Shareholders	<u>468,170,580</u>	<u>32.177</u>	<u>467,823,770</u>	<u>32.153</u>
Total	<u><u>1,455,000,000</u></u>	<u><u>100.00</u></u>	<u><u>1,455,000,000</u></u>	<u><u>100.00</u></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.

PUBLIC FLOAT

Immediately after the close of the Offer and as at the date of this joint announcement, subject to the due registration by the Registrar of the transfer of the Offer Shares in respect of which valid acceptances were received, 467,823,770 Shares, representing approximately 32.153% of the entire issued share capital of the Company, are held by the public (as defined in the Listing Rules).

Accordingly, the Company satisfies the minimum public float requirement under Rule 8.08(1) (a) of the Listing Rules.

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
Unisplendour Technology (Holdings) Limited
Mr. ZHANG Yadong
Chairman

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

Hong Kong, 4 November 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*