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TCL Industries Holdings Co., Ltd.*
(TCL實業控股股份有限公司)
(Incorporated in the PRC with limited liability)

TCL ELECTRONICS HOLDINGS LIMITED
TCL 電子控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 01070)

T.C.L. Industries Holdings (H.K.) Limited
(Incorporated in Hong Kong with limited liability)

JOINT ANNOUNCEMENT

**(1) CLOSE OF THE MANDATORY UNCONDITIONAL CASH OFFERS BY
UBS AG, HONG KONG BRANCH ON BEHALF OF
T.C.L. INDUSTRIES HOLDINGS (H.K.) LIMITED,
A WHOLLY-OWNED SUBSIDIARY OF
TCL INDUSTRIES HOLDINGS CO., LTD.*, TO ACQUIRE ALL
THE ISSUED SHARES OF TCL ELECTRONICS HOLDINGS LIMITED
(OTHER THAN THOSE ALREADY OWNED OR AGREED TO BE ACQUIRED BY
TCL INDUSTRIES HOLDINGS CO., LTD.*,
T.C.L. INDUSTRIES HOLDINGS (H.K.) LIMITED
AND PARTIES ACTING IN CONCERT WITH ANY OF THEM)**

AND

**FOR CANCELLATION OF ALL THE OUTSTANDING SHARE OPTIONS OF
TCL ELECTRONICS HOLDINGS LIMITED (OTHER THAN THOSE HELD BY
PERSONS ACTING IN CONCERT WITH
TCL INDUSTRIES HOLDINGS CO., LTD*. AND/OR
T.C.L. INDUSTRIES HOLDINGS (H.K.) LIMITED);**

(2) RESULTS OF THE MANDATORY GENERAL OFFER;

(3) SETTLEMENT OF THE MANDATORY GENERAL OFFER; AND

(4) PUBLIC FLOAT

**Financial Adviser to TCL Industries Holdings Co., Ltd.* and
T.C.L. Industries Holdings (H.K.) Limited**



Independent Financial Adviser to the Independent Board Committee

 **SOMERLEY CAPITAL LIMITED**

Reference is made to the composite document dated 22 November 2019 (the “**Composite Document**”) jointly issued by TCL Industries Holdings Co., Ltd.* (TCL實業控股股份有限公司) (the “**Purchaser**”), T.C.L. Industries Holdings (H.K.) Limited (the “**Offeror**”) and TCL Electronics Holdings Limited (the “**Company**”) in relation to, among other matters, the mandatory unconditional general offer made by UBS AG, Hong Kong Branch on behalf of the Offeror to acquire all the issued shares in the Company (other than those already owned or agreed to be acquired by the Purchaser, the Offeror and parties acting in concert with any of them) and for the cancellation of all the outstanding share options of the Company (other than those held by persons acting in concert with the Purchaser and/or the Offeror). Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

CLOSE OF THE MANDATORY GENERAL OFFER

The Purchaser, the Offeror and the Company jointly announce that the Mandatory General Offer closed at 4:00 p.m. on Friday, 13 December 2019 and was not revised or extended.

RESULTS OF THE MANDATORY GENERAL OFFER

As at 4:00 p.m. on Friday, 13 December 2019, being the latest time and date for acceptance of the Mandatory General Offer, valid acceptances had been received by the Offeror in respect of (i) a total of 25,085,649 Offer Shares under the Share Offer, representing approximately 1.06% of the entire issued share capital of the Company as at the date of this joint announcement; and (ii) no valid acceptance under the Option Offer.

Pursuant to the resolutions approved by the Board at a meeting held on 26 September 2019, the Board has exercised its discretion such that (i) for the Grantees who have not accepted the Share Offer, the relevant Restricted Shares would not vest pursuant to the rules of the Restricted Share Award Scheme, and the Restricted Shares shall vest in accordance with their respective original vesting schedules; and (ii) for the Optionholders who have not accepted the Option offer, the outstanding and exercisable Share Options would not lapse even if they are not exercised within fourteen (14) days after the date on which the Mandatory General Offer becomes or is declared unconditional.

SETTLEMENT OF THE MANDATORY GENERAL OFFER

Remittances in respect of the cash consideration, less seller’s ad valorem stamp duty, in respect of the Offer Shares tendered under the Mandatory General Offer have been, or will be (as the case may be), posted to the accepting Shareholders by ordinary post at its/his/her own risk as soon as possible but in any event within seven (7) Business Days of the date on which all the relevant documents are received by the Registrar to render such acceptance complete and valid.

SHAREHOLDING STRUCTURE OF THE COMPANY

As at the date of this joint announcement, the Company has a total of (i) 2,363,111,379 Shares in issue (29,078,406 of which are Restricted Shares); and (ii) 184,763,412 outstanding Share Options.

Immediately prior to the commencement of the Offer Period, the Purchaser, the Offeror and parties acting in concert with any of them were interested in an aggregate of 1,294,242,974 Shares, representing approximately 54.77% of the entire issued share capital of the Company as at the date of this joint announcement.

Taking into account the valid acceptances in respect of 25,085,649 Offer Shares under the Mandatory General Offer (subject to the completion of the transfer to the Offeror of such Offer Shares acquired by it under the Mandatory General Offer), immediately after the close of the Mandatory General Offer, the Purchaser, the Offeror and parties acting in concert with it were interested in an aggregate of 1,319,328,623 Shares, representing approximately 55.83% of the entire issued share capital of the Company as at the date of this joint announcement.

Save as disclosed above, neither of the Purchaser, the Offeror nor parties acting in concert with any of them (i) held, controlled or directed any Shares and rights over Shares immediately before the commencement of the Offer Period; and (ii) has acquired or agreed to acquire any Shares or rights over Shares during the Offer Period. Further, neither the Purchaser, the Offeror nor any parties acting in concert with any of them have 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 the Closing Date.

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

	Immediately prior to the commencement of the Offer Period and as at the date of the Joint Announcement		Immediately after the close of the Mandatory General Offer and as at the date of this joint announcement	
	Number of Shares	Approximate %	Number of Shares	Approximate %
The Offeror	1,235,272,639	52.29	1,260,358,288	53.33
Persons acting in concert with the Purchaser and/or the Offeror (Note 1)				
Mr. LI Dongsheng and his spouse	58,692,792	2.48	58,692,792	2.48
Ms. DU Juan	44,009	0.00	44,009	0.00
Ms. XIONG Yan and her spouse	152,039	0.01	152,039	0.01
Mr. DU Yuanhua	81,495	0.00	81,495	0.00
Sub-total for the Purchaser, the Offeror and parties acting in concert with any of them	<u>1,294,242,974</u>	<u>54.79</u>	<u>1,319,328,623</u>	<u>55.83</u>
Persons other than the Purchaser, the Offeror and parties acting in concert with any of them				
Trustee (Note 2)	76,151,071	3.22	76,151,071	3.22
Other Shareholders	991,996,930	41.99	967,631,685	40.95
Subtotal for persons other than the Purchaser, the Offeror and parties acting in concert with any of them	<u>1,068,148,001</u>	<u>45.21</u>	<u>1,043,782,756</u>	<u>44.17</u>
Total (Note 3)	<u><u>2,362,390,975</u></u>	<u><u>100.00</u></u>	<u><u>2,363,111,379</u></u>	<u><u>100.00</u></u>

Notes:

1. Among such number of Shares are 1,223,960 Shares awarded under the Restricted Share Award Scheme to the persons acting in concert with the Purchaser and/or the Offeror, which are held by the Trustee on trust for such persons.
2. 1,223,960 Shares awarded under the Restricted Share Award Scheme to the persons acting in concert with the Purchaser and/or the Offeror, which are held by the Trustee on trust for such persons, are excluded from such number of Shares and included in the number of Shares under "Persons acting in concert with the Purchaser and/or the Offeror".
3. 720,404 Shares were issued by the Company during the Offer Period pursuant to the exercise of Share Options by certain Optionholders during the Offer Period. For further details of the movements in the share capital of the Company, please refer to the announcements of the Company dated 10 October 2019, 14 October 2019, 15 October 2019, 23 October 2019, 24 October 2019, 30 October 2019, 31 October 2019, 1 November 2019, 5 November 2019, 6 November 2019, 11 November 2019, 12 November 2019, 19 November 2019, 25 November 2019, 29 November 2019 and 2 December 2019.

PUBLIC FLOAT OF THE SHARES

Immediately after the close of the Mandatory General Offer and as at the date of this joint announcement, subject to the completion of the transfer to the Offeror of those Offer Shares acquired by it under the Mandatory General Offer (in respect of which valid acceptances were received), the Company continues to satisfy the minimum public float requirement under Rule 8.08(1)(a) of the Listing Rules. The Purchaser and the Offeror will continue to maintain the listing status of the Company on the Main Board of the Stock Exchange.

By order of the board of
TCL Industries Holdings Co., Ltd.*
LI Dongsheng
Director

By order of the Board
TCL Electronics Holdings Limited
LI Dongsheng
Chairman

By order of the board of
T.C.L. Industries Holdings (H.K.) Limited
LI Dongsheng
Director

Hong Kong, 13 December 2019

As at the date of this joint announcement, the board of directors of the Purchaser comprises five directors, namely Mr. LI Dongsheng, Ms. DU Juan, Mr. MI Xin, Mr. LIU Lefei and Mr. ZOU Wenchao. The board of directors of the Offeror comprises three directors, namely Mr. LI Dongsheng, Mr. DU Yuanhua and Ms. XIONG Yan.

As at the date of this joint announcement, the Board comprises Mr. LI Dongsheng, Mr. WANG Cheng Kevin, Mr. YAN Xiaolin and Mr. WANG Yi Michael as executive Directors, Mr. Albert Thomas DA ROSA, Junior, Mr. YANG Anming and Mr. LI Yuhao as non-executive Directors and Mr. Robert Maarten WESTERHOF, Dr. TSENG Shieng-chang Carter, Professor WANG Yijiang and Mr. LAU Siu Ki as independent non-executive Directors.

The directors of the Purchaser jointly and severally accept full responsibility for the accuracy of the information (other than that relating to the Group) contained in this joint announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions (other than those expressed by the Directors) expressed in this joint announcement 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 statements in this joint announcement misleading.

The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information (other than that relating to the Group) contained in this joint announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions (other than those expressed by the Directors) expressed in this joint announcement 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 statements in this joint announcement misleading.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (in relation to the information relating the Group only) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (in relation to opinions expressed by the Directors only) 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.

* For identification purpose only