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# TCL MULTIMEDIA TECHNOLOGY HOLDINGS LIMITED TCL 多 媒 體 科 技 控 股 有 限 公 司

(the "Company")

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 01070)

# CONNECTED AND DISCLOSEABLE TRANSACTION – ACQUISITION OF 100% EQUITY INTEREST IN CI TECH

#### **EQUITY TRANSFER AGREEMENT**

The Board is pleased to announce that on 1 June 2018, the Purchasers (both are subsidiaries of the Company) and the Vendors entered into the Equity Transfer Agreement, pursuant to which the Purchasers conditionally agreed to acquire from the Vendors and the Vendors conditionally agreed to transfer to the Purchasers the Target Equity Interests at a consideration of RMB793,020,340.79 which shall be settled in cash. Upon completion of the Acquisition, CI Tech will become a subsidiary of the Company.

#### BENEFITS OF ACQUISITION OF CI TECH

The Board is of the view that the Acquisition will bring the following benefits to the Group:

- providing the Group with an additional stream of revenue from software and services;
- facilitating the Group to enter into the B2B industry rapidly, which is of promising growth potential; and
- creating additional values for Shareholders contributed by the significant synergies arising from the Acquisition.

#### LISTING RULES IMPLICATIONS

TCL Corporation, the ultimate controlling Shareholder of the Company, currently holds approximately 52.48% of the issued Shares of the Company and hence TCL Corporation is a connected person of the Company under the Listing Rules. Accordingly, the Acquisition constitutes a connected transaction of the Company. As one or more of the applicable percentage ratios in relation to the Acquisition is/are more than 5%, the Acquisition is subject to the reporting, announcement, independent shareholders' approval and annual review requirements under Chapter 14A of the Listing Rules.

Furthermore, as one or more of the applicable percentage ratios in relation to the Acquisition is/are more than 5% but all are less than 25%, the Acquisition also constitutes a discloseable transaction of the Company under the Listing Rules and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

The independent board committee has been established to advise the independent Shareholders in relation to the Acquisition. Pelican Financial has been appointed to advise the independent board committee and the independent Shareholders in this regard. A circular containing further details of the Acquisition and the Equity Transfer Agreement, letters from the independent board committee and Pelican Financial respectively, and a notice for convening the extraordinary general meeting are expected to be despatched to Shareholders on or before 25 June 2018.

#### **EQUITY TRANSFER AGREEMENT**

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The principal terms of the Equity Transfer Agreement are summarized as follows:

Date: 1 June 2018

Parties: the Vendors: TCL Corporation;

Ningbo Juyuan; and Huizhou Guanlian

the Purchasers: TCL King; and

Shenzhen TCL New Technology

The Acquisition:

Pursuant to the terms and conditions of the Equity Transfer Agreement, the Purchasers conditionally agreed to acquire from the Vendors and the Vendors conditionally agreed to transfer to the Purchasers the Target Equity Interests, of which:

- (1) 65% of the equity interest in CI Tech shall be transferred from TCL Corporation to TCL King;
- (2) 20% of the equity interest in CI Tech shall be transferred from Ningbo Juyuan to TCL King; and
- (3) 15% of the equity interest in CI Tech shall be transferred from Huizhou Guanlian to Shenzhen TCL New Technology.

The completions of the three transactions mentioned above are inter-conditional.

Consideration:

The Consideration is RMB793,020,340.79 and shall be settled in cash, of which:

- (1) RMB515,463,221.51 shall be payable by TCL King to TCL Corporation;
- (2) RMB158,604,068.16 shall be payable by TCL King to Ningbo Juyuan; and
- (3) RMB118,953,051.12 shall be payable by Shenzhen TCL New Technology to Huizhou Guanlian.

The Consideration was determined after arm's length negotiation between the parties concerned based on the principle of fairness and with reference to various factors, including the audited profit of CI Tech Members for 2017 (excluding the impact of one-off gains), future development prospects of the commercial information technology industry, the financial position of CI Tech and the synergies resulting from its consolidation with the Group after the Acquisition. Based on the above, the Directors (other than the independent non-executive Directors whose views will be set out in the circular) are of the view that the Consideration (which reflects a historical P/E ratio in 2017 of 9.5 times) is fair and reasonable.

Conditions precedent:

Completion of the transactions as contemplated by the Equity Transfer Agreement shall be subject to the following conditions precedent to be fulfilled to the satisfaction of the Purchasers (unless waived by the Purchasers in writing (other than conditions (iii) and (iv) set out below)):

- (i) the completion of legal, financial and business due diligence by the Purchasers and the settlement and resolution of the issues identified in legal, financial and business due diligence exercises to the satisfaction of the Purchasers;
- (ii) the Vendors not being in breach of any representations, warranties and undertakings on their part under the Equity Transfer Agreement from the signing date of the Equity Transfer Agreement to the Completion Date;
- (iii) the Acquisition being considered and approved by the Board and at the general meeting of the Company in accordance with the requirements of the Listing Rules;
- (iv) approval for the Acquisition from their respective decision making body being obtained by the Purchasers and the Vendors; and

(v) the Equity Transfer Agreement being legally and effectively executed by all parties.

As at the date of this announcement, the conditions precedent set out in (i), (iv) and (v) above have been fulfilled.

Completion and payment of the Consideration:

All necessary documents, including but not limited to the updated shareholders' register of CI Tech, written confirmation of fulfillment of all the conditions precedent, and all documents as reasonably required by the Purchasers for the Completion, etc., shall be delivered by the Vendors to the Purchasers on the Completion Date.

50% of the Consideration shall be payable by the Purchasers to the Vendors within 10 days after the Completion Date or on such other date as determined by the parties to the Equity Transfer Agreement, of which:

- (i) RMB257,731,610.76 shall be payable by TCL King to TCL Corporation;
- (ii) RMB79,302,034.08 shall be payable by TCL King to Ningbo Juyuan; and
- (iii) RMB59,476,525.56 shall be payable by Shenzhen TCL New Technology to Huizhou Guanlian.

The remaining 50% of the Consideration shall be payable by the Purchasers to the Vendors within 30 days after the completion of registration/filing of change of particulars for the Acquisition with the competent industrial and commercial authority or on such other date as determined by the parties to the Equity Transfer Agreement, of which:

- (i) RMB257,731,610.76 shall be payable by TCL King to TCL Corporation;
- (ii) RMB79,302,034.08 shall be payable by TCL King to Ningbo Juyuan; and
- (iii) RMB59,476,525.56 shall be payable by Shenzhen TCL New Technology to Huizhou Guanlian.

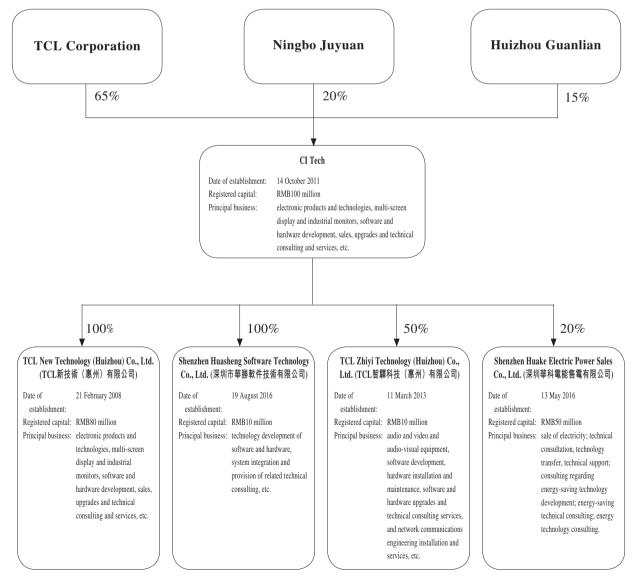
#### INFORMATION ON CI TECH

#### (1) General Corporate Information

TCL Corporation and Ningbo Juyuan contributed RMB80 million and RMB20 million as capital contribution to CI Tech on its establishment in 2011 respectively for their then respective 80% and 20% equity interest in CI Tech.

On 8 August 2014, TCL Corporation and Huizhou Guanlian entered into an equity transfer agreement, pursuant to which TCL Corporation transferred its 15% equity interest in CI Tech to Huizhou Guanlian. TCL Corporation received the first tranche of consideration for the equity transfer from Huizhou Guanlian on 3 December 2014 and the remaining consideration for the equity transfer from Huizhou Guanlian on 31 March 2017 with the completion of such equity transfer taken place on the same date. After completion of the aforesaid equity transfer and as at the date of this announcement, 65%, 20% and 15% of equity interest in CI Tech are held by TCL Corporation, Ningbo Juyuan and Huizhou Guanlian respectively.

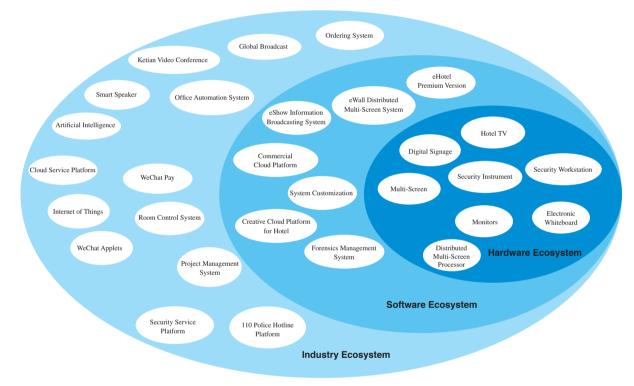
As at the date of this announcement, CI Tech has two wholly-owned subsidiaries and two associated companies. The chart below sets out the corporate structure and certain particulars of the shareholders of CI Tech, CI Tech Members together with the Associated Companies:



#### (2) Business Information

CI Tech is a leading provider of smart commercial information technology products and industry solutions in the PRC. Its business includes provision of one-stop services covering software, content, integral solutions and intelligent products for public sector and commercial customers.

The construction of industry product ecosystem mainly applies leading software system solutions to aggregate different platform ecosystems in the industry, including internet of things (IoT), artificial intelligence (AI), cloud applications, and big data, etc., and facilitates the transformation into end products tailored for customers. CI Tech has been devoted to the development of the commercial information industry for many years. Its eHotel, eWall, eShow and other software system solutions are widely adopted in different scenarios, such as hotels, hospitals, schools, shopping malls, airports, cafes, security, cinemas, etc.



Set out below are CI Tech's key business areas with prominent advantages and the related feature solutions:

BUSINESS AREAS WITH PROMINENT ADVANTAGES



### SOLUTIONS

#### (i) eHotel (Smart Hotel) Information Technology Solution

The eHotel (Smart Hotel) Information Technology Solution employs network information and communication technology as its core. The entire system consists of a number of systems, including the "Project Management System", "TV signal transmission system", "Room Control System", "wireless network coverage equipment", etc. "Smart TV terminals", "smart phones", "digital signage", "self-service check in/out terminals" and "interactive voice control robots" are used as user interfaces to enable hotel information broadcasting, information enquiry, lighting and other equipment control, and self-help services and mobile payment and other personalized services, so as to provide customers with comprehensive smart hotel experience.

For example, below is the digital lobby solution used in hotel (for illustration purpose only):



#### (ii) eShow (Information Broadcasting) System Solution

eShow (Information Broadcasting) System Solution can efficiently and conveniently push all kinds of multimedia information (video, pictures, text, etc.) from the back-end to information broadcasting terminals located in various public places, including digital signage (ceiling suspension model), interactive digital signage, floor stand signage, etc. It is widely used in finance, shopping malls, lottery, rail transportation and other industries.

For example, below is the digital lobby solution for a financial institution (for illustration purpose only):



#### (iii) eWall Intelligent Cloud Multi-Screen System

eWall Intelligent Cloud Multi-screen System is composed of multi-screen LCD wall, LED bar display, high-definition camera and touch screen integrated machine. It can manage the signal source through the cloud and achieve multi-screen switching on at will, roaming, overlay, scene and plan management, etc. It could be used in occasions such as control/command centers, conference centers/rooms, exhibition halls, lobbies and other occasions and is widely used in finance, public sector, convention and exhibition, transportation, energy, and radio and television industries, etc.

For example, below is the conference center solution (for illustration purpose only):



#### (iv) Security Service Solution

The security service system solution provides customers with uninterrupted services by professionally developed monitors, video and audio recorders, management terminals and platforms, and is mainly used in airports, hospitals, subways, financial companies, public institutions, energy companies and other organizations and departments.

For example, below is the security monitoring room solution (for illustration purpose only):



#### (v) Intelligent Education Solution

The multimedia education solution uses the TCL intelligent interactive tablet integrated display set as its hardware carrier and the TCL teaching whiteboard software as its interactive platform. It is equipped with a local teaching resources library, an online teaching resources database, and TCL campus teaching system for centralized management and remote operation, which can effectively improve teaching results.

For example, below is the intelligent education solution (for illustration purpose only):



#### (3) Financial Information

Set out below is certain financial information of CI Tech (on consolidated basis) for the years ended 31 December 2016 and 31 December 2017, as extracted from CI Tech's audited financial statements (on consolidated basis) prepared in accordance with PRC Accounting Standards for Business Enterprises:

	For the year ended 31 December 2017 RMB '000	For the year ended 31 December 2016 RMB '000
Revenue Net profit before tax Net profit after tax Net profit before tax and extraordinary items Net profit after tax and extraordinary items	1,481,999 137,410 109,405 111,198 83,476	1,098,871 45,619 37,405 N/A N/A
	As at 31 December 2017 RMB '000	As at 31 December 2016 RMB '000
Total assets Net assets	1,006,823 272,625	844,408 163,219

*Note:* As approved by the shareholders of CI Tech, CI Tech will distribute a final dividend for 2017 of RMB149 million. Such dividends will be distributed to the shareholders of CI Tech as at the date of this announcement (i.e. 1 June 2018) before the completion of the Acquisition.

CI Tech has been profit-making over the last four years. In 2017, the overall gross profit margin of CI Tech was 16.82% and its net profit margin (based on net profit after tax and extraordinary items) was 5.63%.

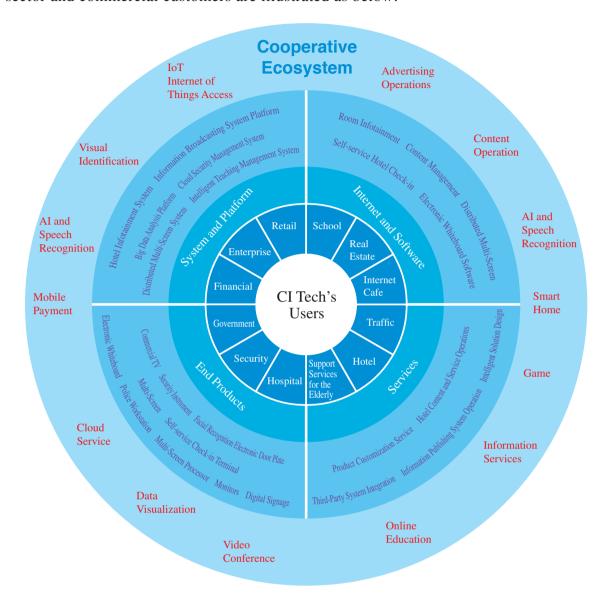
#### REASONS FOR AND BENEFITS OF ACQUISITION OF CI TECH

According to the relevant data from All View Cloud (www.avc-mr.com), the commercial information technology industry maintained its continuous high growth momentum in 2017. The size of the commercial LCD (including commercial TV, interactive tablet, multi-screen tablet and digital signage) market in the PRC has reached RMB29.3 billion, and the market is expected to continue its significant growth and reach RMB36.4 billion in 2018. The overall market size of the commercial display industry in the PRC is expected to reach RMB58.9 billion in 2018. Accordingly, with the continuous advancement in technology such as the IoT and AI, it is expected that the development opportunities in the areas of education, new retail, and security for commercial information technology industry will continue to increase in 2018. CI Tech will continue to strengthen its position as the leading provider of intelligent commercial information technology products and industry solutions in the PRC, and will gradually develop and expand into new market segments.

CI Tech has its distinctive characteristics in the following aspects when compared with the Company:

Business Areas/ Aspects	The Company	CI Tech	
<b>Business Model</b>	B2C (Business to Customer)	B2B (Business to Business)	
<b>Business Position</b>	Engaged in the research and development, production and sales of consumer electronics products, and is one of the leading brands amongst its global peers	Industry solution provider	
Products + Services	<ul> <li>Products: Consumer electronics, mainly TV set products</li> <li>Ancillary Services: Smart TVs; Smart AV Products; Audio and Video Content Services</li> </ul>	<ul> <li>Solutions: eHotel (smart hotel); eShow (information broadcasting); eWall (intelligent cloud multi-screen); security service; intelligent education</li> <li>Intelligent Products: security displays, touch screen displays, digital signage, recorders, monitors, etc.</li> </ul>	
Sales channels  Pricing Mechanism	-	<ul> <li>Direct sales</li> <li>Distributors</li> <li>System integrators</li> <li>Based on costs</li> </ul>	
Target Customers	• Brand premium  Family or individual users	<ul> <li>Pricing through bidding for certain projects</li> <li>Service quotation is included in relevant solution quotations</li> <li>Mainly commercial users; high</li> </ul>	
raiger customers	Tunning of individual users	customer loyalty	

Based on the various features of CI Tech's business as mentioned above, CI Tech's strategic positioning and smart commercial information technology tailored for its public sector and commercial customers are illustrated as below:



Through the acquisition of CI Tech, the Group will fully enjoy and integrate CI Tech's development and various achievements in the fields of IoT, cloud computing and AI, and expand into the B2B market in a relatively short period of time; the Group will conduct business integration and achieve complementary collaboration with CI Tech, and both the Group and CI Tech are expected to leverage on the industry strengths and business advantages of the other party and synergies in various areas are expected to be achieved. The Group's strategic transformation under the "double +" strategy is expected to accelerate through the Acquisition such that significant growth and revenue is expected to generate to the Group through the Acquisition, which will in turn lay a solid foundation for the Group's valuation to be enhanced as a whole.

The Board is of the view that, specifically, the Acquisition will bring the following benefits to the Group:

### (1) Providing the Group with an additional stream of revenue from software and services

CI Tech is an industry-leading intelligent commercial information technology products and industry solutions provider:

- *Users*: CI Tech's users are mainly public sector and commercial users, including hotels, hospitals, schools, shopping malls, airports, conference centers, etc.;
- **Scenario**: CI Tech's industry solutions can be applied in various scenarios. For example, home is considered as a scenario, from which it can create tremendous synergies with the Group's business;
- **Products**: CI Tech provides displayer products for different uses and different scenarios to its customers so as to satisfy the needs of diversified customer base. Products other than displayer, such as recorders, can be applied to related particular areas; and
- **Ecosystem**: By integrating the advantages in the areas of users, scenario, and products as mentioned above, CI Tech applies leading software systems and solution technologies to aggregate the ecosystems of different platforms in the industry and provide customized end products for its users. Through a collaborative strategic ecosystem, its technologies are applied to different scenarios to provide customers with products and services.

The software and service capabilities of CI Tech will help optimize the overall pricing model, thereby further creating favorable conditions for the revenue and profitability of the Group's business.

### (2) Facilitating the Group to enter into the B2B industry rapidly, which is of promising growth potential

Details of benefits of the Group's entering into the B2B industry upon completion of the Acquisition are as follows:

- The business model of CI Tech is B2B with provision of software and industry solution services for enterprise users, which is different from the Group's B2C business model;
- CI Tech has been devoted to the development of its business and products in commercial sector for years. It enjoys an industry leading position and has achieved outstanding accomplishments in various areas such as IoT, cloud computing and AI;
- The B2B business model is relatively stable and less affected by changes in the distribution model brought about by the Internet. CI Tech's B2B business is mainly based on customer demands for customized professional solutions and thus the product differentiation is greater, the average unit price per customer is higher than that of the general consumer market, and customer loyalty in B2B market is higher. Rather than affecting the original B2B business, the incorporation of the Internet element will actually enhance CI Tech's products and services by the scientific and technological achievements in the areas of IoT, cloud applications and AI; and
- The Group can further expand its business scope to the B2B industry through the Acquisition and broaden its future growth potential.

## (3) Creating additional values for Shareholders contributed by the significant synergies arising from the Acquisition

Upon the completion of the Acquisition, synergies will be created for CI Tech and the Company in various key aspects of business operation, details of which are as follows:

In the area of intelligent display products, parties can share their R&D: own moulds, structures, backlight, power supply and chip designs to achieve complementary advantages and strengthen the competitiveness of smart TV/display products Supply Chain: CI Tech used to purchase panels and other core components from external suppliers. Certain purchases were the same as those purchased by the Group. In view of the Group's bulk purchase volume, priority treatment and more benefits are always provided by its suppliers from time to time. In addition, the 11-generation LCD production line of CSOT, a subsidiary of TCL Corporation, is under construction and products of that company are mainly 65-inch and 75-inch large screens. The Company is actively developing large-screen products, and CI Tech has a significant demand for large commercial-use screen. Upon the completion of the Acquisition, stability of supply, cost reduction and improvement in competitiveness in the procurement process will be ensured Manufacturing: Projects for screen module and integrated machine are under construction by the Group and CSOT in Huizhou Tonghu Ecological Smart Zone. Its main features are intelligent manufacturing and industrial 4.0 technology. The goal is to construct the most efficient facility in the industry and achieve cost reduction. CI Tech can therefore share the advantages in The Company + CI Tech production capacity Pricing: CI Tech is a provider of commercial display solutions. The quotation of related services has been included in the project quote. Upon the completion of the Acquisition, CI Tech will no longer be a customer of the Group but will become a member of the Group. There will be more room for an optimized pricing model, which will further create favorable conditions for enhancing business revenue and profitability Sales: CI Tech products are used in hotels, hospitals, schools, shopping malls, airports, cafes, cloud applications, security service, cinemas, etc. The Group can leverage on CI Tech's leading position in the commercial display industry to further promote the Company's brand image, enhance its comprehensive sales pipeline capabilities, and increase its market shares in both mass consumer market and commercial high-end market. Combining the Group's commercial customer resources and project information with CI Tech's professional capabilities, it is expected that the sales and profits will be further increased. The Group's smart TV products are divided into three series of X/C/P, which can enrich CI Tech's product range to better satisfy its customers' needs; CI Tech can use the Group's underlying software for customization process, enhance its competitiveness and expand its customer volume

Apart from the above-mentioned significant synergies, the Company will settle the consideration of the Acquisition in cash and CI Tech will be consolidated into the Group's results and further enhancement in the Group's profitability is expected.

In view of the above, the Directors (other than independent non-executive Directors who will form their view for inclusion in the circular after considering the advice by Pelican Financial) are of the view that the Equity Transfer Agreement and the Acquisition contemplated thereunder are entered into on normal commercial terms or better, fair and reasonable, which are in the interests of the Company and the Shareholders as a whole.

#### LISTING RULES IMPLICATIONS

TCL Corporation, the ultimate controlling Shareholder of the Company, currently holds approximately 52.48% of the issued Shares of the Company and hence TCL Corporation is a connected person of the Company under the Listing Rules. Accordingly, the Acquisition constitutes a connected transaction of the Company. As one or more of the applicable percentage ratios in relation to the Acquisition is/are more than 5%, the Acquisition is subject to the reporting, announcement, independent shareholders' approval and annual review requirements under Chapter 14A of the Listing Rules.

Furthermore, as one or more of the applicable percentage ratios in relation to the Acquisition is/are more than 5% but all are less than 25%, the Acquisition also constitutes a discloseable transaction of the Company under the Listing Rules and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

Notwithstanding the respective interest(s) and/or role(s) of certain Directors in TCL Corporation, none of them is considered as having a material interest in the transactions contemplated under the Equity Transfer Agreement, therefore all Directors are entitled to vote at the relevant proposed board resolution pursuant to the Company's articles of association. The Equity Transfer Agreement and the Acquisition were approved by the Board on 1 June 2018.

#### EXTRAORDINARY GENERAL MEETING

The independent board committee has been established to advise the independent Shareholders in relation to the Acquisition. Pelican Financial has been appointed to advise the independent board committee and the independent Shareholders in this regard. A circular containing further details of the Acquisition and the Equity Transfer Agreement, letters from the independent board committee and Pelican Financial respectively, and a notice for convening the extraordinary general meeting are expected to be despatched to Shareholders on or before 25 June 2018.

#### **GENERAL**

The Group is principally engaged in the manufacture and sale of a wide range of electronic consumer products including television sets. The Group has factories in the PRC, Poland, Mexico and Vietnam and distributes its products in all major markets globally. For more information on the Group, please visit its official website at http://multimedia.tcl.com (the information that appears in this website does not form part of this announcement).

TCL King is an indirect subsidiary of the Company and is a company established under the laws of the PRC with limited liability. It is principally engaged in research, development, production and sales of digital electronic products, communications equipment and related ancillary injection-moulded parts and components, etc.

Shenzhen TCL New Technology is an indirect subsidiary of the Company and is a company established under the laws of the PRC with limited liability. It is principally engaged in development of TV software and sales of self-developed software, and provision of technical consulting and services, etc.

TCL Corporation is a major PRC conglomerate that designs, develops, manufactures and markets a wide range of the electronic, audio-visual, telecommunications, information technology and electrical products. For more information on the TCL Corporation, please visit its official website at http://www.tcl.com (the information that appears in the website does not form part of this announcement).

Ningbo Juyuan is a limited partnership established under the laws of the PRC and is principally engaged in industrial investment, investment management and related information consulting services. To the best knowledge, information and belief of the Directors after making all reasonable enquiries, as at the date of this announcement, Ningbo Juyuan and its ultimate beneficial owners are independent of the Group and its connected persons.

Huizhou Guanlian is a company established under the laws of the PRC with limited liability and is principally engaged in industrial investment. To the best of the Directors' knowledge, information and belief after making all reasonable enquiries, as at the date of this announcement, Huizhou Guanlian and its ultimate beneficial owners are independent of the Group and its connected persons.

#### **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following terms have the following meanings when used herein:

"Acquisition"	the acquisition of CI Tech as contemplated under the Equity Transfer Agreement
"associate(s)"	has the meaning ascribed to it under the Listing Rules
"Associated Companies"	TCL Zhiyi Technology (Huizhou) Co., Ltd. (TCL智驛科技 (惠州) 有限公司) and Shenzhen Huake Electric Power Sales Co., Ltd. (深圳華科電能售電有限公司)
"Board"	the board of Directors of the Company

"CI Tech" TCL Commercial Information Technology (Huizhou)

Co., Ltd. (TCL商用信息科技(惠州)股份有限公司), a joint stock company with limited liability established

under the laws of the PRC

"CI Tech Members" CI Tech and its subsidiaries

"Company" TCL Multimedia Technology Holdings Limited, a

company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 01070) (the resolution regarding the change of the Company's name to TCL Electronics Holdings Limited (TCL電子控股有限公司) was approved by the Shareholders at the annual general meeting of the Company held on 23 May 2018 and registration procedures with relevant

company registries are currently in progress)

"Completion Date" the third working day after all the conditions precedent

under the Equity Transfer Agreement are fully satisfied (or waived) or such other date as determined by the

parties to the Equity Transfer Agreement

"connected person(s)" has the meaning ascribed to it under the Listing Rules

"Consideration" the consideration payable by the Purchasers to the

Vendors for the Acquisition pursuant to the Equity

Transfer Agreement

"CSOT" Shenzhen China Star Optoelectronic Technology Co.

Ltd. (深圳市華星光電技術有限公司), a company established in the PRC with limited liability and a

subsidiary of TCL Corporation

"Director(s)" the director(s) of the Company

"Equity Transfer Agreement" the equity transfer agreement dated 1 June 2018

between the Vendors and the Purchasers in relation to

the Acquisition

"Group" the Company and its subsidiaries

"Hong Kong" the Hong Kong Special Administrative Region of the

**PRC** 

"Huizhou Guanlian" Huizhou Guanlian Industrial Investment Co., Ltd. (惠

州市冠聯實業投資有限公司), a company established

under the laws of the PRC with limited liability

"Listing Rules" the Rules Governing the Listing of Securities on the Stock Exchange "Ningbo Juyuan" Ningbo Yuanheng Juyuan Investment Partnership (Limited Partnership) (寧波元亨聚源投資合夥企業 (有限合夥)), a limited partnership established under the laws of the PRC "Pelican Financial" Pelican Financial Limited, a licensed corporation to carry out Type 6 (advising on corporate finance) regulated activity under the Securities and Futures Ordinance, being the independent financial adviser appointed by the Board to advise the independent board committee and the independent Shareholders in respect of the terms of the Equity Transfer Agreement and the Acquisition "PRC" the People's Republic of China excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan for the purpose of this announcement "Purchaser(s)" purchasers under the Equity Transfer Agreement, namely TCL King and Shenzhen TCL New Technology "RMB" Renminbi, the lawful currency of the PRC "Shareholder(s)" holder(s) of share(s) of the Company "Shenzhen TCL New Shenzhen TCL New Technology Company Limited (深 圳TCL新技術有限公司), a company established under Technology" the laws of PRC with limited liability and an indirect subsidiary of the Company "Stock Exchange" The Stock Exchange of Hong Kong Limited "subsidiary(ies)" has the meaning ascribed to in the Listing Rules "Target Equity Interests" 65%, 20%, and 15% of equity interest in CI Tech held by TCL Corporation, Ningbo Juyuan and Huizhou Guanlian respectively, together representing 100% equity interest in CI Tech "TCL Corporation" TCL Corporation (TCL集團股份有限公司), a joint stock company established under the laws of the PRC, the ultimate controlling Shareholder of the Company, the shares of which are listed on the Shenzhen Stock Exchange (Stock code: 000100)

"TCL King" TCL King Electrical Appliances (Huizhou) Company

Limited (TCL 王牌電器 (惠州) 有限公司), a company established under the laws of PRC with limited liability

and an indirect subsidiary of the Company

"Vendor(s)" vendors under the Equity Transfer Agreement, namely

TCL Corporation, Ningbo Juyuan and Huizhou

Guanlian

"%" percent.

On behalf of the Board LI Dongsheng Chairman

Hong Kong, 1 June 2018

As at the date of this 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. HUANG Xubin, Mr. ZHANG Zhiwei and Mr. LIU Hong 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.