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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 PURSUANT TO RULE 3.8 OF THE TAKEOVERS CODE

This announcement is jointly made 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**”) pursuant to Rule 3.8 of The Code on Takeovers and Mergers (the “**Takeovers Code**”).

Reference is made to the announcement (the “**Announcement**”) dated 2 October 2019 jointly issued by the Purchaser, the Offeror and 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 Offeror and the Purchaser and parties acting in concert with any of them) and for the cancellation of all the outstanding share options of the Company. Unless otherwise defined, terms used in this joint announcement shall have the same meanings as those used in the Announcement.

NUMBER OF RELEVANT SECURITIES OF THE PURCHASER

As at the date of this joint announcement, the Purchaser has a total of 6,450,000,000 ordinary shares in issue. Save for the aforesaid, the Purchaser has no other relevant securities (as defined under Note 4 to Rule 22 of the Takeovers Code) as at the date of this joint announcement.

NUMBER OF RELEVANT SECURITIES OF THE OFFEROR

As at the date of this joint announcement, the Offeror has a total of 1,541,971,690 ordinary shares in issue. Save for the aforesaid, the Offeror has no other relevant securities (as defined under Note 4 to Rule 22 of the Takeovers Code) as at the date of this joint announcement.

UPDATE OF NUMBER OF RELEVANT SECURITIES OF THE COMPANY

The Board wishes to announce that on 10 October 2019, 3,000 new Shares were allotted and issued pursuant to the exercise of 3,000 Share Options granted under the Share Option Scheme at an exercise price of HK\$3.7329 per Share.

As at 10 October 2019 (after allotment and issuance of the Shares as described above), the Company has a total of (i) 2,362,393,975 Shares in issue; (ii) 189,107,636 outstanding Share Options; and (iii) 29,552,531 Restricted Shares. Save for the aforesaid, the Company has no other relevant securities (as defined under Note 4 to Rule 22 of the Takeovers Code) as at the date of this joint announcement.

DEALING DISCLOSURE

Pursuant to Rule 3.8 of the Takeovers Code, the associates (which include, among others, any person who owns or controls 5% or more of any class of relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code)) of the Company, the Purchaser and the Offeror are hereby reminded to disclose their dealings in any securities of the Company pursuant to the requirements of the Takeovers Code.

Shareholders, Optionholders and potential investors of the Company are advised to exercise caution when dealing in the Shares. If Shareholders and potential investors are in any doubt about their position, they should consult their own professional advisers.

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, 10 October 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 purposes only*