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**TCL COMMUNICATION TECHNOLOGY HOLDINGS LIMITED**

**TCL 通訊科技控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 02618)

**RESULTS OF RIGHTS ISSUE OF 357,811,935 RIGHTS SHARES  
OF HK\$1.00 EACH AT HK\$1.00 PER RIGHTS SHARE  
PAYABLE IN FULL ON ACCEPTANCE ON THE BASIS OF  
ONE RIGHTS SHARE FOR EVERY TWO EXISTING SHARES  
HELD ON THE RECORD DATE**

**Financial advisers to the Company**



**Independent financial adviser to the Independent Board Committee  
and Independent Shareholders**

**OSK Capital Hong Kong Limited**

**Underwriter of the Rights Issue**

**T.C.L. INDUSTRIES HOLDINGS (H.K.) LIMITED**

**RESULTS OF THE RIGHTS ISSUE**

The Board is pleased to announce that as at 4:00 p.m. on Monday, 28 December 2009, being the latest time for acceptance of, and payment for the Rights Shares and for application and payment for excess Rights Shares:

- (a) 1,823 valid acceptances in respect of a total of 327,801,144 Rights Shares provisionally allotted under the Rights Issue have been received, representing approximately 91.61% of the total number of the Rights Shares available under the Rights Issue;

- (b) 2,087 valid applications for a total of 1,634,487,601 excess Rights Shares have been received, representing approximately 456.80% of the total number of the Rights Shares available under the Rights Issue.

In aggregate, 3,910 valid acceptances and applications in respect of a total of 1,962,288,745 Rights Shares, representing approximately 548.41% of the total number of Rights Shares available under the Rights Issue, have been received. Accordingly, the Rights Issue was over-subscribed.

The Rights Issue became unconditional after 4:00 p.m. on Wednesday, 30 December 2009.

#### **UNDERWRITING AGREEMENT**

All the conditions set out in the Underwriting Agreement have been fulfilled. Given that the Rights Issue was over-subscribed, the obligations of TCL Industries under the Underwriting Agreement have been fully discharged.

#### **EXCESS RIGHTS SHARES**

The Company has allotted a total of 30,010,791 Rights Shares available for excess applications on a fair and equitable basis in accordance with the principles set out in the Prospectus.

#### **DESPATCH OF SHARE CERTIFICATES FOR THE RIGHTS SHARES AND REFUND CHEQUES**

Share certificates for all fully-paid Rights Shares and refund cheques in respect of partly unsuccessful applications for excess Rights Shares and invalid applications (if any) have been posted to those entitled thereto at their own risk.

#### **COMMENCEMENT OF DEALINGS IN RIGHTS SHARES**

Dealings in fully-paid Rights Shares are expected to commence on the Stock Exchange on Wednesday, 6 January 2010.

#### **ADJUSTMENTS TO SHARE OPTIONS**

As a result of the Rights Issue, adjustments will be made to the exercise price and the number of shares falling to be allotted and issued in respect of the share options granted pursuant to the Share Option Scheme in accordance with the rules of the Share Option Scheme and the supplementary guidance issued by the Stock Exchange.

Reference is made to the prospectus of the Company dated 10 December 2009 in relation to the Rights Issue (the "Prospectus"). Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Prospectus.

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## EXCESS RIGHTS SHARES

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Number of excess Rights Shares applied for	Number of valid excess applications	Total number of excess Rights Shares applied for	Basis of Allotment	Total number of Rights Shares allotted	Approximate percentage of allocation based on the total number of excess Rights Shares applied for in the category
1 to 4,999	1,208	5,918,109	Allot odd Shares applied for in full	5,918,109	100.00%
5,000 to 399,999	798	17,327,667	Allot odd Shares applied for in full or 5,000 Shares if no odd Shares applied for	3,952,667	22.81%
400,000 to 299,999,999	80	1,032,418,756	Allot odd Shares applied for in full plus 1.25% of the remaining excess Rights Shares applied for (rounded down to the nearest board lot)	13,003,756	1.26%
578,823,069	1	578,823,069	Approximately 1.23% of the excess Rights Shares applied for	7,136,259	1.23%
<b>Total:</b>	<b>2,087</b>	<b>1,634,487,601</b>		<b>30,010,791</b>	

## SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company immediately before and upon completion of the Rights Issue is as follows:

	Shareholding structure immediately before completion of the Rights Issue		Shareholding structure immediately after completion of the Rights Issue	
	<i>Number of Shares held</i>	<i>%</i>	<i>Number of Shares held</i>	<i>%</i>
<b>TCL Industries</b>	332,097,696	46.407	500,521,544	46.628
<b>Mr. Li (note 1)</b>	16,084,080	2.248	24,126,120	2.248
<b>Mr. Bo (note 2)</b>	43,800	0.006	65,700	0.006
<b>Mr. Han (note 3)</b>	—	—	—	—
<b>Mr. Zhao (note 4)</b>	—	—	—	—
<b>Mr. Zheng (note 5)</b>	—	—	—	—
<b>Mr. Zhou (note 6)</b>	—	—	—	—
<b>Subtotal (for TCL Industries and its concert parties)</b>	348,225,576	48.660	524,713,364	48.882
<b>Other Shareholders</b>	367,398,294	51.340	548,722,441	51.118
<b>Total:</b>	<u>715,623,870</u>	<u>100</u>	<u>1,073,435,805</u>	<u>100</u>

Notes:

- As of the date of this announcement, in addition to the 24,126,120 Shares, Mr. Li also holds outstanding share options under the Share Option Scheme with the rights to subscribe for 2,651,204 Shares at the prices of (a) HK\$3.804 in respect of 545,454 outstanding share options, (b) HK\$2.108 in respect of 500,000 outstanding share options, (c) HK\$2.320 in respect of 500,001 outstanding share options, and (d) HK\$3.100 in respect of 1,105,749 outstanding share options.
- As of the date of this announcement, in addition to the 65,700 Shares, Mr. Bo also holds outstanding share options under the Share Option Scheme with the rights to subscribe for 644,748 Shares at the prices of (a) HK\$3.804 in respect of 81,816 outstanding share options, and (b) HK\$3.100 in respect of 562,932 outstanding share options.
- As of the date of this announcement, Mr. Han does not hold any Shares. Mr. Han holds outstanding share options under the Share Option Scheme with the rights to subscribe for 397,440 Shares at the prices of (a) HK\$2.320 in respect of 150,000 outstanding share options, and (b) HK\$3.100 in respect of 247,440 outstanding share options.
- As of the date of this announcement, Mr. Zhao does not hold any Shares. Mr. Zhao holds outstanding share options under the Share Option Scheme with the rights to subscribe for 489,367 Shares at the prices of (a) HK\$3.804 in respect of 87,272 outstanding share options, and (b) HK\$3.100 in respect of 402,095 outstanding share options.

5. As of the date of this announcement, Mr. Zheng does not hold any Shares. Mr. Zheng holds outstanding share options under the Share Option Scheme with the rights to subscribe for 774,822 Shares at the prices of (a) HK\$3.804 in respect of 272,727 outstanding share options, (b) HK\$2.32 in respect of 100,000 outstanding share options, and (c) HK\$3.100 in respect of 402,095 outstanding share options.
6. As of the date of this announcement, Mr. Zhou does not hold any Shares. Mr. Zhou holds outstanding share options under the Share Option Scheme with the rights to subscribe for 136,575 Shares at the price of HK\$3.100 in respect of 136,595 outstanding share options.

## **DESPATCH OF SHARE CERTIFICATES FOR THE RIGHTS SHARES AND REFUND CHEQUES**

Share certificates for all fully-paid Rights Shares and refund cheques in respect of partly unsuccessful applications for excess Rights Shares and invalid applications (if any) have been posted to those entitled thereto at their own risk.

## **COMMENCEMENT OF DEALINGS IN RIGHTS SHARES**

Dealings in fully-paid Rights Shares are expected to commence on the Stock Exchange on Wednesday, 6 January 2010.

## **ADJUSTMENTS TO SHARE OPTIONS**

As a result of the Rights Issue, adjustments will be made to the exercise price and the number of shares falling to be allotted and issued in respect of the share options granted pursuant to the Share Option Scheme in accordance with the rules of the Share Option Scheme and the supplementary guidance issued by the Stock Exchange.

Such adjustments will be made with effect from 6 January 2010, being the date on which dealings in fully-paid Rights Shares first commence on the Stock Exchange. The Company will make further announcement on the details of such adjustments in accordance with the Listing Rules.

By order of the Board  
**TCL Communication Technology Holdings Limited**  
**Li Dongsheng**  
*Chairman*

Hong Kong, 4 January 2010

*As at the date of this announcement, the Board comprises Mr. Li Dongsheng, Mr. Yang Xinping, Charles and Mr. Guo Aiping, being the executive directors; Mr. Bo Lianming, Mr. Huang Xubin and Ms. Xu Fang, being the non-executive directors; Mr. Lau Siu Ki, Mr. Liu Chung Laung and Mr. Shi Cuiming, being the independent non-executive directors.*

*The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statements in this announcement misleading.*