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TCL COMMUNICATION TECHNOLOGY HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 02618)

VOTING RESULTS OF EXTRAORDINARY GENERAL MEETING HELD ON 9 DECEMBER 2009

Reference is made to the circular of TCL Communication Technology Holdings Limited (the “Company”) dated 24 November 2009 (“Circular”). Capitalised terms used herein shall have the same meanings as those defined in the Circular, unless the context otherwise requires.

VOTING RESULTS

The Company is pleased to announce the poll results in respect of the Extraordinary General Meeting (“EGM”) of the Company held at 4:00 p.m. on Wednesday, 9 December 2009 at McKinley Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong. The Chairman of the EGM demanded that voting be made by poll on the proposed resolution. The resolution contained in the notice of the EGM was considered by shareholders and the voting details by way of poll are as follows:

Ordinary Resolutions	Number of Valid Votes (percentage of total valid votes cast) (%)	
	For	Against
<p>“THAT:</p> <p>(a) the issue by way of rights of up to 384,950,323 new shares of HK\$1.00 each of the Company (“Right Shares”) to shareholders on the register of members of the Company on 9 December 2009 substantially on the terms and conditions set out in the circular of the Company dated 24 November 2009 (a copy of which marked “A” is produced to the meeting and signed by the Chairman for the purpose of identification) and such other terms and conditions as may be determined by the directors of the Company (the “Rights Issue”), be and is hereby approved and the directors of the Company be and are hereby authorised to issue and allot such Rights Shares by way of rights and otherwise on the terms set out in such document;</p> <p>(b) the underwriting agreement dated 3 November 2009 between the Company and T.C.L. Industries Holdings (H.K.) Limited (“TCL Industries”), a copy of which marked “B” is produced to the meeting and signed by the Chairman for the purpose of identification, whereby TCL Industries agrees to underwrite the balance of the Rights Shares under the Rights Issue (the “Underwriting Agreement”) be and is hereby approved and the directors of the Company be and are hereby authorised to implement the transactions contemplated by the Underwriting Agreement; and</p> <p>(c) the granting of a waiver to TCL Industries and parties acting in concert with it of any obligation to make a general offer under the Hong Kong Code on Takeovers and Mergers for all the issued shares of HK\$1.00 each of the Company (other than those owned or agreed to be acquired by TCL Industries and parties acting in concert with it) as a result of the Rights Issue, subscription of Rights Shares pursuant to the Rights Issue and the Underwriting Agreement be and is hereby approved.”</p>	<p>109,244,613 (100%)</p>	<p>Nil (0%)</p>
<p>As more than 50% of the valid votes cast were in favour of the resolution, the resolution was duly passed as an ordinary resolution.</p>		

The total number of shares of the Company entitling the holders to attend and vote for or against at the EGM in respect of the resolution contained in the notice of EGM was 367,398,294.

As explained in the Circular, each of TCL Industries, Mr. Li, Mr. Bo, Mr. Han, Mr. Zhao, Mr. Zheng and Mr. Zhou and those who are interested in, or involved in, the Underwriting Agreement and the Whitewash Waiver were required to, and did, abstain from voting in relation to the resolution contained in the notice of EGM. As at the date of the EGM, none of these parties held any shares in the Company save for TCL Industries, Mr. Li and Mr. Bo and TCL Industries, Mr. Li and Mr. Bo together held 348,225,576 shares in the Company. Otherwise, there were no shares which entitle the shareholders of the Company to attend and vote only against any resolution at the EGM.

Tricor Investor Services Limited, the Company's branch share registrar in Hong Kong, acted as the scrutineer in respect of the voting at the EGM.

Although the resolution set out above was duly passed, the Rights Issue is still conditional on the fulfilment of the other conditions set forth in the Circular. The Company will make further announcement upon completion of the Rights Issue on the number and percentage of voting rights in the Company held by TCL Industries and parties acting in concert with it, which are dependent on the result of underwriting by TCL Industries pursuant to the Underwriting Agreement.

Assuming the Rights Issue proceeds to completion and based on shareholding information as of the date of this announcement, the following table sets out potential changes in shareholding structure of the Company arising from the Rights Issue:

	Existing shareholding structure as of the date of this announcement		Shareholding structure immediately after completion of the Rights Issue assuming all Qualifying Shareholders will take up their respective provisional allotments of the Rights Shares in full		Shareholding structure immediately after completion of the Rights Issue assuming (a) none of the Qualifying Shareholders, other than TCL Industries, will take up their respective provisional allotments of the Rights Shares, and (b) TCL Industries will subscribe for its provisional entitlements in full and perform its underwriting commitment	
	Number of Shares held	%	Number of Shares held	%	Number of Shares held	%
TCL Industries	332,097,696	46.407	498,146,544	46.407	689,909,631	64.271
Mr. Li (note 1)	16,084,080	2.248	24,126,120	2.248	16,084,080	1.498
Mr. Bo (note 2)	43,800	0.006	65,700	0.006	43,800	0.004
Mr. Han (note 3)	–	–	–	–	–	–
Mr. Zhao (note 4)	–	–	–	–	–	–
Mr. Zheng (note 5)	–	–	–	–	–	–
Mr. Zhou (note 6)	–	–	–	–	–	–
Subtotal (for TCL Industries and its concert parties)	<u>348,225,576</u>	<u>48.660</u>	<u>522,338,364</u>	<u>48.660</u>	<u>706,037,511</u>	<u>65.774</u>
Other Shareholders	<u>367,398,294</u>	<u>51.340</u>	<u>551,097,441</u>	<u>51.340</u>	<u>367,398,294</u>	<u>34.226</u>
Total:	<u><u>715,623,870</u></u>	<u><u>100</u></u>	<u><u>1,073,435,805</u></u>	<u><u>100</u></u>	<u><u>1,073,435,805</u></u>	<u><u>100</u></u>

Notes:

- As of the date of this announcement, in addition to the 16,084,080 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 43,800 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.

3. 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.
4. 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 136,595 Shares at the price of HK\$3.100 in respect of 136,595 outstanding share options.

The Company will make further announcement on the shareholding structure of the Company after completion of the Rights Issue.

By order of the Board
TCL COMMUNICATION TECHNOLOGY HOLDINGS LIMITED
Li Dongsheng
Chairman

Hong Kong, 9 December 2009

As at the date of this announcement, the Board comprises Mr. Li Dongsheng, Mr. Yang Xiping, 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.