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**CEIEC (H.K.) LIMITED**  
華電有限公司  
(Incorporated in Hong Kong  
with limited liability)



**MITSUI & CO., LTD.**

**MITSUI & CO., LTD.**  
(Incorporated in Japan  
with limited liability)



**TPV TECHNOLOGY LIMITED**  
冠捷科技有限公司\*  
(Incorporated in Bermuda  
with limited liability)  
(Stock Code: 0903)

## **JOINT ANNOUNCEMENT**

**MANDATORY CONDITIONAL CASH OFFER BY  
CHINA INTERNATIONAL CAPITAL CORPORATION  
HONG KONG SECURITIES LIMITED  
ON BEHALF OF CEIEC (H.K.) LIMITED**

**AND**

**BY MORGAN STANLEY ASIA LIMITED  
ON BEHALF OF MITSUI & CO., LTD.**

**TO ACQUIRE ALL THE ISSUED SHARES IN TPV TECHNOLOGY LIMITED  
AND FOR THE CANCELLATION OF ALL OUTSTANDING SHARE OPTIONS  
(OTHER THAN THOSE PRESENTLY OWNED OR AGREED TO BE ACQUIRED  
BY THE JOINT OFFERORS AND PARTIES ACTING  
IN CONCERT WITH EITHER OF THEM AND THE REMAINING SHARES)**

**(1) OFFER BECOMING UNCONDITIONAL IN ALL RESPECTS  
AND EXTENSION OF THE OFFER PERIOD**

**AND**

**(2) RESIGNATION OF DIRECTOR OF TPV TECHNOLOGY LIMITED**

**Financial Adviser to CEIEC (H.K.) Limited**



**Financial Adviser to Mitsui & Co., Ltd.**

**Morgan Stanley**

\* For identification purposes only

## **THE OFFER HAS BECOME UNCONDITIONAL IN ALL RESPECTS AND EXTENSION OF THE OFFER PERIOD**

The respective boards of directors of CEIEC HK, Mitsui and the Company jointly announce that the Offer became unconditional at 4:00 p.m. on Thursday, 8 April 2010, being the Unconditional Date.

Pursuant to Rule 15.3 of the Takeovers Code, the Offer will have to remain open for acceptance for not less than 14 days after the Unconditional Date. Accordingly, the latest time and date for acceptance of the Offer will be 4:00 p.m. on Thursday, 22 April 2010.

Save as set out above, all other terms of the Offer as set out in the Composite Document and the Forms of Acceptance remain unchanged.

## **RESIGNATION OF DIRECTOR**

The Board announces that pursuant to the SPA, Mr. Maarten Jan de Vries has resigned from his position as a non-executive Director of the Company with effect from 9 April 2010, being the day after the Unconditional Date. Mr. de Vries has confirmed that he has no claims against the Company for breach of contract, compensation for loss of office, redundancy or unfair dismissal or any account whatsoever and has no disagreement with the Board, and that he is not aware of any matters relating to his resignation that need to be brought to the attention of the Shareholders or the Stock Exchange. A Board meeting will be held in due course to appoint a replacement Director to serve the remainder of the term of the Director's position vacated by Mr. de Vries.

Reference is made to the joint announcement dated 29 January 2010 (the “**Joint Announcement**”) and the composite document dated 18 March 2010 (the “**Composite Document**”) jointly issued by the Joint Offerors and the Company in relation to, among other things, the Offer. Unless the context otherwise requires, terms used in this joint announcement shall have the same meanings as those defined in the Composite Document.

## **THE OFFER HAS BECOME UNCONDITIONAL IN ALL RESPECTS**

The Offer is conditional upon the Joint Offerors having received valid acceptances of the Offer by no later than 4:00 p.m. on the First Closing Date (or such later time and/or date as the Joint Offerors may determine and announce in accordance with the Takeovers Code) which, together with the Shares already owned or acquired by the Joint Offerors and parties acting in concert with either of them during the Offer Period, will result in the Joint Offerors and parties acting in concert with either of them holding more than 50% of the voting rights of the Company.

As at 4:00 p.m. on Thursday, 8 April 2010, being the latest time for acceptance of the Offer on the First Closing Date, the Joint Offerors had received valid acceptances in respect of 165,925,369 Shares (representing approximately 7.07% of the total issued Shares as at the date of this joint announcement) (the “**Acceptance Shares**”) and nil Options under the Offer.

Taking into account (i) the Acceptance Shares; (ii) the 574,294,830 Shares (representing approximately 27.20% of the then total issued Shares as at the date of the Joint Announcement) held, controlled or directed by the Joint Offerors and parties acting in concert with either of them at the commencement of the Offer Period; and (iii) the 200,000,000 Sale Shares and the 234,583,614 Subscription Shares (in aggregate representing approximately 18.53% of the total issued Shares as enlarged by the Subscription and as at the date of this joint announcement) acquired by the Joint Offerors and parties acting in concert with either of them during the Offer Period, the Joint Offerors and parties acting in concert with either of them are interested in an aggregate of 1,174,801,813 Shares, representing approximately 50.08% of the total issued Shares as at 4:00 p.m. on 8 April 2010. Accordingly, the condition of the Offer has been fulfilled and the Offer has become unconditional in all respects at 4:00 p.m. on 8 April 2010, being the Unconditional Date.

Save for the acquisition of the Sale Shares by CEIEC HK under the SPA and the Subscription Shares by Mitsui under the Subscription, the Joint Offerors and parties acting in concert with either of them have not acquired or agreed to acquire any interest in Shares (other than the Acceptance Shares) during the Offer Period up to the date of this joint announcement. Neither the Joint Offerors nor any parties acting in concert with either of them has 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 up to the date of this joint announcement.

#### **THE OFFER REMAINS OPEN FOR ACCEPTANCE**

Pursuant to Rule 15.3 of the Takeovers Code, the Offer will have to remain open for acceptance for not less than 14 days after the Unconditional Date. Accordingly, the latest time and date for acceptance of the Offer will be 4:00 p.m. on Thursday, 22 April 2010 (or such other time and/or date(s) as the Joint Offerors may determine and announce in accordance with the Takeovers Code). The latest date for posting of remittances for the amounts due in respect of valid acceptances received under the Offer on 22 April 2010 will be Friday, 30 April 2010.

Save as set out above, all other terms of the Offer as set out in the Composite Document and the Forms of Acceptance remain unchanged. Shareholders and Optionholders are advised to refer to the Composite Document and the Forms of Acceptance for details of the acceptance procedures should they wish to accept the Offer. Further announcement on the results of the Offer will be made on Thursday, 22 April 2010 in accordance with Rule 19.1 of the Takeovers Code.

Remittances in respect of the amounts due to the Shareholders (less seller's ad valorem stamp duty payable by the Shareholders whose Shares are listed on the Stock Exchange) in respect of the Offer Shares tendered by them under the Share Offer or the amount due to the Optionholders in respect of the Options surrendered by them under the Option Offer will be despatched to the Shareholders (or, in the case of a Shareholder holding any share certificate(s) which is deposited with CDP Singapore, his designated agent as he may direct, or in the case of joint Shareholders, to the one first named in the register of members of the

Company) or the Optionholders (as the case may be) by ordinary post at their own risk as soon as possible but in any event within 10 days of the later of: (i) the date on which all relevant documents are received by the Registrar, the Company, CDP Singapore or the Singapore Transfer Office (as the case may be) to render such acceptance complete and valid; and (ii) the Unconditional Date.

**Shareholders and Optionholders are advised that the Offer will remain open for acceptance until 4:00 p.m. on Thursday, 22 April 2010 (or such other time and/or date(s) as the Joint Offerors may determine and announce in accordance with the Takeovers Code).**

## **RESIGNATION OF DIRECTOR**

As set out in the Composite Document, pursuant to the SPA, subject to completion of the SPA having taken place, Philips would procure the resignation from the Company of one of its nominated Directors (being Mr. Maarten Jan de Vries and Mr. Robert Theodoor Smits) with immediate effect upon the later of the First Closing Date and the Unconditional Date.

The Board announces that Mr. Maarten Jan de Vries has resigned from his position as a non-executive Director of the Company with effect from 9 April 2010, being the day after the Unconditional Date. Mr. de Vries has confirmed that he has no claims against the Company for breach of contract, compensation for loss of office, redundancy or unfair dismissal or any account whatsoever and has no disagreement with the Board, and that he is not aware of any matters relating to his resignation that need to be brought to the attention of the Shareholders or the Stock Exchange. A Board meeting will be held in due course to appoint a replacement Director to serve the remainder of the term of the Director's position vacated by Mr. de Vries.

The Board takes this opportunity to acknowledge the contributions of Mr. de Vries to the Company with the highest regard and deepest gratitude.

By Order of the Board  
**CEIEC (H.K.) LIMITED**  
**Mr. Yan Xiaoyang**  
*Director*

By Order of the Board  
**MITSUI & CO., LTD.**  
**Mr. Masami Iijima**  
*Representative Director,  
President and  
Chief Executive Officer*

By Order of the Board  
**TPV TECHNOLOGY LIMITED**  
**Dr. Hsuan, Jason**  
*Chairman and  
Chief Executive Officer*

Hong Kong, 8 April 2010

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

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

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

*As at the date of this joint announcement, the directors of CEIEC HK are Mr. Yan Xiaoyang, Mr. Cong Ya Dong, Mr. Chen Tao, Mr. Hong Guan Qi and Mr. Wang Qiu Ping.*

*As at the date of this joint announcement, the directors of Mitsui are Mr. Shoei Utsuda, Mr. Masami Iijima, Mr. Ken Abe, Mr. Junichi Matsumoto, Mr. Norinao Iio, Mr. Seiichi Tanaka, Mr. Takao Omae, Mr. Akishige Okada, Ms. Nobuko Matsubara, Mr. Ikujiro Nonaka and Mr. Hiroshi Hirabayashi.*

*As at the date of this joint announcement, the Board comprises an executive Director, namely Dr. Hsuan, Jason, and nine non-executive Directors, namely Mr. Liu Liehong, Mr. Lu Ming, Ms. Wu Qun, Mr. Xu Haihe, Mr. Du Heping, Mr. Tam Man Chi, Mr. Maarten Jan de Vries, Mr. Robert Theodoor Smits and Mr. Chen Yen-Sung, Eddie, and three independent non-executive Directors, namely Mr. Chan Boon-Teong, Dr. Ku Chia-Tai and Mr. Wong Chi Keung.*