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UNISPLENDOUR TECHNOLOGY (HOLDINGS) LIMITED

紫光科技（控股）有限公司 *

(Incorporated in Bermuda with limited liability)

(Stock Code: 00365)

**EQUITY TRANSFER AGREEMENT AND JOINT CONTROL AGREEMENT
ENTERED BY CONTROLLING SHAREHOLDER**

On 4 September 2018, the Company was informed by Tsinghua Unigroup, that on 4 September 2018, its controlling shareholder Tsinghua Holding entered an Equity Transfer Agreement with HRNT and Hainan Union respectively, and collaboratively signed a Joint Control Agreement with the two companies mentioned above.

Pursuant to the Equity Transfer Agreements, Tsinghua Holding transferred such shareholding interests, representing 30% and 6% of the entire shareholding interests in Tsinghua Unigroup to HRNT and Hainan Union respectively. Upon Completion of the Equity Transfers, Tsinghua Holding, HRNT and Hainan Union will hold in total 51% shareholding interests in Tsinghua Unigroup, in which Tsinghua Holding will hold 15% shareholding interests in Tsinghua Unigroup, HRNT will hold 30% shareholding interests in Tsinghua Unigroup, and Hainan Union will hold 6% shareholding interests in Tsinghua Unigroup.

This announcement is made by Unisplendour Technology (Holdings) Limited (the “**Company**” and, together with its subsidiaries, the “**Group**”) pursuant to Rule 3.7 of The Code on Takeovers and Mergers (the “**Takeovers Code**”), Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) (the “**Inside Information Provisions**”) under Part XIVA of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong).

Reference is made to the announcements of the Company dated 11 August 2018 and 14 August 2018 (the “**Announcements**”). Unless otherwise stated, capitalized terms used herein shall have the same meanings as those defined in the Announcements.

EQUITY TRANSFER AGREEMENT & JOINT CONTROL AGREEMENT

MAIN ISSUES

On 4 September 2018, the Company was informed by Tsinghua Unigroup, that on 4 September 2018, its controlling shareholder Tsinghua Holding entered into an equity transfer agreement (collectively, the “**Equity Transfer Agreements**”) with each of Suzhou High-speed Rail New Town State-owned Assets Management and Operation Co., Ltd. (“**HRNT**”) and Hainan Union Asset Management Corporation (“**Hainan Union**”) respectively, and entered into a joint control agreement with the two companies mentioned above (the “**Joint Control Agreement**”).

Pursuant to the Equity Transfer Agreements, each party thereto agrees to transfer the relevant shareholding interests of Tsinghua Unigroup based on the valuation of the entire shareholders’ equity of Tsinghua Unigroup as at the valuation date of 30 September 2017. Specifically, Tsinghua Holding will transfer such shareholding interests, representing 30% and 6% of the entire shareholding interests in Tsinghua Unigroup to HRNT and Hainan Union (hereinafter referred to as “**Equity Transfers**”) respectively. Upon completion of the Equity Transfers (the “**Completion**”), Tsinghua Holding, HRNT and Hainan Union will hold in total 51% shareholding interests in Tsinghua Unigroup, in which Tsinghua Holding will hold 15% shareholding interests in Tsinghua Unigroup, HRNT will hold 30% shareholding interests in Tsinghua Unigroup, and Hainan Union will hold 6% shareholding interests in Tsinghua Unigroup.

Each of the Equity Transfer Agreements shall take effect from the date on which all of the following conditions (the “**Conditions to Effectiveness**”) are fulfilled:

- the Asset Valuation Report (ZQHPBZ (2018) No. 1219) issued for the purpose for the Equity Transfers has been filed with the Ministry of Education;
- approval from the Ministry of Finance for the Equity Transfer under the respective Equity Transfer Agreement has been granted;
- necessary decision-making and approval procedures has been passed by HRNT or Hainan Union, which is the transferee under the respective Equity Transfer Agreement, for the Equity Transfers under such Equity Transfer Agreement; and
- waivers have been granted by the relevant securities regulatory authorities with respect to the general offer obligations arising from the indirect acquisition of the related listed subsidiaries of Tsinghua Unigroup, as a result of the Equity Transfers.

With respect to the securities regulatory authorities whose waivers are sought for with respect to the general offer obligations, the Company understands that only approvals from the Securities and Futures Commission (“**SFC**”) and China Securities and Regulatory Commission are required. The Equity Transfer Agreements have not provided the relevant parties (the “**Relevant Parties**”) with right or power to waive any Condition to Effectiveness.

Pursuant to the Join Control Agreement, Tsinghua Holding, HRNT and Hainan Union agreed unanimously that upon the Completion and so long as it holds any equity interest in Tsinghua Unigroup, the three parties will maintain concerted actions on the exercise of the voting rights attached to their equity interest in Tsinghua Unigroup in respect of the business development, major business decisions, or matters subject to review and approval at the shareholders meeting of Tsinghua Unigroup, and therefore are concert parties.

CONDITIONS TO COMPLETION

The Completion of the Equity Transfers under each Equity Transfer Agreement may only take place after all of the following conditions (“**Conditions to Completion**”) are met:

- all the Conditions to Effectiveness of such Equity Transfer Agreement have been fulfilled and such Equity Transfer Agreement has taken effect;
- HRNT or Hainan Union, which is the transferee under such Equity Transfer Agreement, have settled the first payment to Tsinghua Holding in accordance with such Equity Transfer Agreement; and
- upon negotiation by Relevant Parties to such Equity Transfer Agreement, other Conditions to Completion required for the Equity Transfer under such Equity Transfer Agreement have been met or are waived by the Relevant Parties. The Company understands from Tsinghua Unigroup that, as at the date of this Announcement, no such other Condition to Completion has been identified.

TERMINATION OR DISCHARGE OF THE EQUITY TRANSFER AGREEMENTS

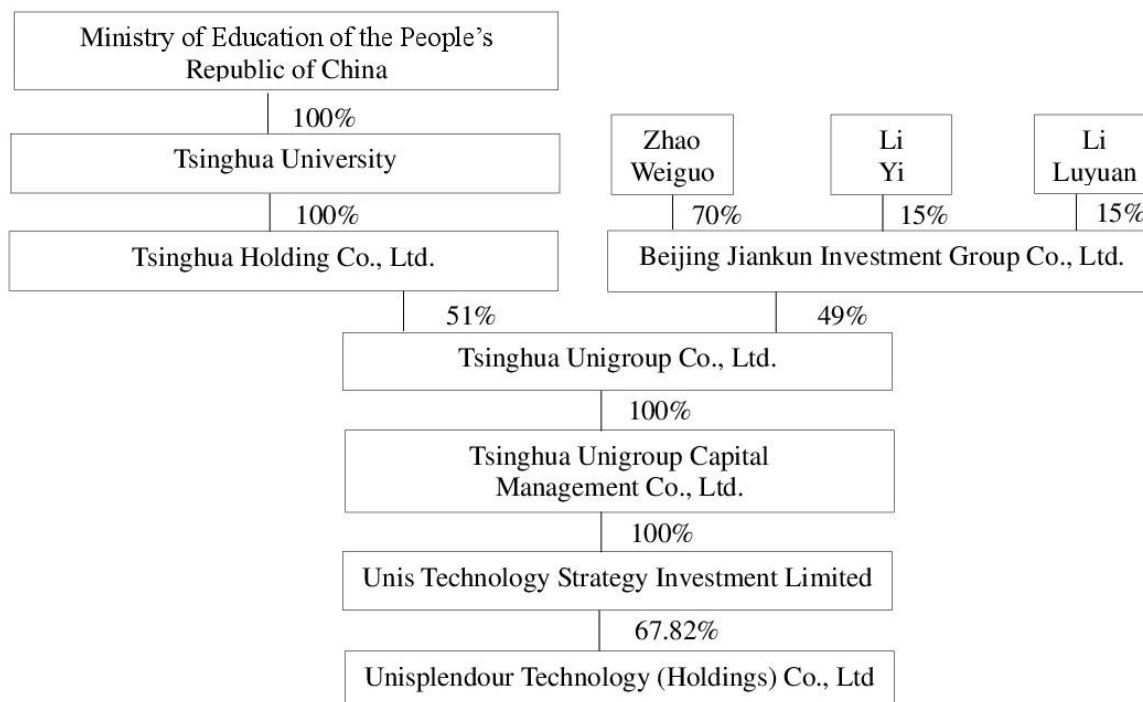
Each of the Equity Transfer Agreements shall terminate or be discharged in the following circumstances:

- its Conditions to Effectiveness have not been fulfilled within the ninety days from the day of execution of such Equity Transfer Agreement and the Relevant Parties have not reached consensus on the follow-up arrangement;
- in the event of force majeure and the Relevant Parties reach consensus that such Equity Transfer Agreement is unable to be implemented, such Equity Transfer Agreement shall terminate upon written confirmation from the Relevant Parties;
- such Equity Transfer Agreement shall terminate upon mutual consent from the Relevant Parties;
- in the event that any Relevant Party commits material breach(es) under such Equity Transfer Agreement, which result(s) in the non-breaching party unable to achieve its purpose of such Equity Transfer, the non-breaching party is entitled to terminate such Equity Transfer Agreement; or
- upon occurrence of certain event(s) of default specified in such Equity Transfer Agreement by any of the Relevant Parties, a written rectification notice(s) (the “**Notice**”) shall be issued to the defaulting party within five business days from the date when such event of default has come to the attention of the non-breaching party. The non-breaching party is entitled to discharge or terminate unilaterally such Equity Transfer Agreement in the event that the defaulting party fails to rectify such breach within twenty business days upon receiving the Notice.

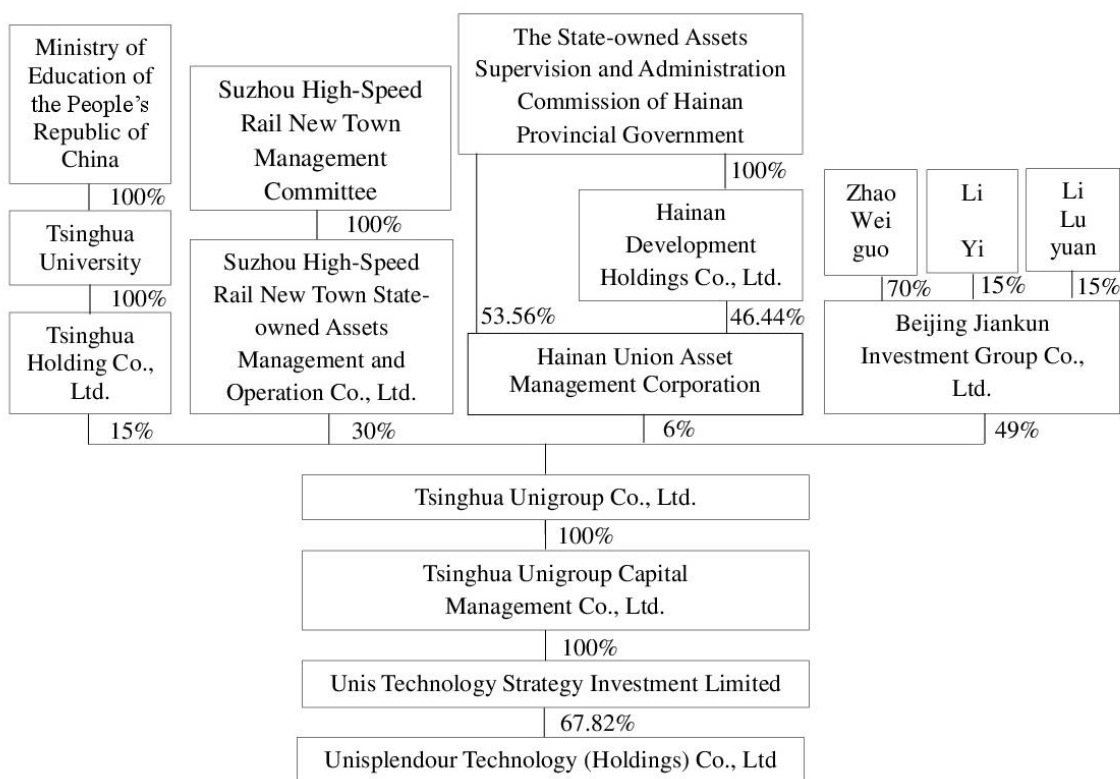
SHAREHOLDING STRUCTURE OF THE COMPANY

As at the date of this announcement, Tsinghua Unigroup is an indirect controlling shareholder of the Company and holds 986,829,420 shares, representing approximately 67.82% of the issued share capital of the Company.

The shareholding structure of the Company is as follows on the date of this announcement and immediately prior to the Completion of the Equity Transfers:



Immediately after the Completion of the Equity Transfers, the shareholding structure of the Company is as follows:



INFORMATION REGARDING THE PARTIES INVOLVED IN THE EQUITY TRANSFER AGREEMENT

The Company is a company incorporated in Bermuda with limited liability, and its shares are listed on the Main Board of the Stock Exchange. The Group is principally engaged in SMT equipment manufacturing, and financial investment.

Tsinghua Unigroup, a controlling shareholders of the Company, is a limited liability company established under the laws of the PRC. Tsinghua Unigroup is China’s largest integrated circuit company and the world’s third largest mobile phone chip company. As at the date of this Announcement, Tsinghua Holding and Beijing Jiankun Investment Group Co., Ltd. hold 51% and 49% registered capital of Tsinghua Unigroup respectively.

Tsinghua Holding, a controlling shareholder of the Company, is a Stated-wholly-owned limited liability company approved and established by the State Council of the People’s Republic of China (the “**State Council**”). Tsinghua Holding operates in five specialized area: advanced technologies (integrated circuitry, environmental protection, and healthcare), innovation services, sci-tech finance, creative and cultural industries, and online education.

HRNT is a State-wholly-owned limited liability company established under the laws of the PRC and is principally engaged in the investment, operation and management of State-owned assets within the scope of authorization. The Suzhou High-speed Rail New Town Management Committee is the sole investor and *de facto* controller of HRNT.

Hainan Union is a limited company established under the laws of the PRC. It is the only local asset management company, establishment of which is approved by the General Office of the State Council. The State-owned Assets Supervision and Administration Commission of Hainan Provincial Government (“**Hainan SASAC**”) controls 100% shareholding interests of Hainan Union, 53.56% shareholding interests directly and 46.44% shareholding interests indirectly through its wholly-owned subsidiary Hainan Development Holdings Co., Ltd. Hainan SASAC is the controlling shareholder and *de facto* controller of Hainan Union.

IMPLICATIONS UNDER THE TAKEOVERS CODE

The Company was informed by Tsinghua Unigroup that it has applied to the SFC for a ruling that the Equity Transfers will not trigger a mandatory general offer obligation for the shares of the Company under Rule 26.1 of the Takeovers Code. As at the date of this announcement, the SFC has not yet issued the above ruling. Tsinghua Unigroup has confirmed that the Equity Transfer Agreements will only take effect upon such ruling from the SFC being obtained and fulfillment in full of all Conditions to Effectiveness set out in the Equity Transfer Agreements. Tsinghua Unigroup shall duly comply with the requirements of the Takeovers Code and shall also inform the Company of the progress of such application in a timely manner.

The Company will pay close attention to the development of the above-mentioned matters and perform its obligation on information disclosure in accordance with the relevant laws and regulations.

WARNINGS: There is no assurance that the above-mentioned ruling from SFC will be obtained, and even if obtained, may or may not result in Completion of the Equity Transfers. Shareholders and potential investor should exercise caution when dealing in securities of the Company, and if they are in any doubt about their position, they should consult their professional adviser(s).

By Order of the Board
Unisplendour Technology (Holdings) Limited
Zhang Yadong
Chairman

Hong Kong, 5 September 2018

As at the date of this announcement, the directors are Mr. Zhang Yadong, Mr. Xia Yuan and Mr. Zheng Bo as executive directors; Mr. Li Zhongxiang and Mr. Qi Lian as non-executive directors; and Mr. Cui Yuzhi, Mr. Bao Yi and Mr. Ping Fan as independent non-executive directors.

The directors of the Company jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, 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 statement in this announcement misleading.

** For identification purposes only*