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TPV TECHNOLOGY LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 903)

CONNECTED TRANSACTION IN RELATION TO THE SECOND SUPPLEMENTAL JOINT VENTURE AGREEMENT

SECOND SUPPLEMENTAL JOINT VENTURE AGREEMENT

Reference is made to the announcement of the Company dated 27 April 2012 in relation to the establishment of the Joint Venture and the announcement of the Company dated 20 January 2014 relating to the connected transaction in relation to the Supplemental Joint Venture Agreement and the Supplemental Investment Agreement. The Board is pleased to announce that, on 5 December 2014, Top Victory, a wholly-owned subsidiary of the Company, entered into the Second Supplemental Joint Venture Agreement in relation to the Joint Venture.

LISTING RULES IMPLICATIONS

CEC is the controlling shareholder of the Company. Nanjing Huadong, CEC Panda and Panda LCD are connected persons of the Company under the Listing Rules by virtue of them being a subsidiary of CEC. The entering into of the Second Supplemental Joint Venture Agreement therefore constitutes a connected transaction for the Company under Chapter 14A of the Listing Rules. As each of the applicable percentage ratios is less than 5%, the entering into of the Second Supplemental Joint Venture Agreement is subject to the reporting and announcement requirements but exempt from the independent shareholders' approval requirement of Chapter 14A of the Listing Rules.

INTRODUCTION

Reference is made to the announcement of the Company dated 27 April 2012 in relation to the establishment of the Joint Venture and the announcement of the Company dated 20 January 2014 relating to the connected transaction in relation to the Supplemental Joint Venture Agreement and the Supplemental Investment Agreement. The Board is pleased to announce that, on 5 December 2014, Top Victory, a wholly-owned subsidiary of the Company, entered into the Second Supplemental Joint Venture Agreement in relation to the Joint Venture and six parties entered into the Second Supplemental Joint Venture Agreement.

THE SECOND SUPPLEMENTAL JOINT VENTURE AGREEMENT

Date

5 December 2014

Parties

- (1) Top Victory;
- (2) CEC;
- (3) CEC Panda;
- (4) Xingong;
- (5) Xingang;
- (6) Sharp; and
- (7) Nanjing Huadong

CEC is a company established in the PRC with limited liability. It is the controlling shareholder of the Company. It is a state-owned conglomerate directly under the administration of the central government of the PRC, and the largest state-owned information technology company in China. It was established in 1989 and originated from the former Ministry of Electronics Industry as a result of government restructuring. The principal activities of CEC comprise the manufacture and sale of electronics products.

CEC Panda is a company established in the PRC with limited liability and a non-wholly owned subsidiary of CEC. It is principally engaged in three major sectors, including new displays, electronic devices and modern services, which cover industries such as display devices, high-tech electronic equipment, industrial automation system equipment, transport electronic system equipment, digital home electrical appliances, components, trading and services.

Xingong is a company established in the PRC with limited liability. Xingong and its ultimate beneficial owners are third parties independent of the Company and its connected persons. It is principally engaged in the centralized management of the 'staff, finance and resources' of the four industries 'electrical and mechanical, pharmaceutical, chemical engineering and textile'.

Xingang is a company established in the PRC with limited liability. Xingang and its ultimate beneficial owners are third parties independent of the Company and its connected persons. It is principally engaged in operation of Nanjing Economic and Technological Development Zone.

Sharp is a company incorporated in Japan with limited liability. Sharp and its ultimate beneficial owners are third parties independent of the Company and its connected persons. It is principally engaged in consumer/information products and electronic components. It is listed in Tokyo Stock Exchange.

Nanjing Huadong is a company listed on the Shenzhen Stock Exchange in 1997, which is primarily engaged in electronics manufacturing related industries. Founded in 1993, Nanjing Huadong is a standardized joint stock company initiated and established solely by the state-owned Huadong Electronic Tube Factory. Nanjing Huadong is primarily engaged in four

sectors, including quartz crystal, touch display, magnetic materials and vacuum electronics. Its products cover touchscreens, LCD, crystal components, inverters, cathode ray tubes and getters. Nanjing Huadong has a number of production bases in Nanjing (Jiangsu), Shenzhen (Guangdong), Langfang (Hebei) and Hanshan (Anhui) with its marketing and service network covering global mainstream markets.

Amendments to shareholding of and capital contribution to the Joint Venture

As a result of the Second Supplemental Joint Venture Agreement, the shareholdings of the Joint Venture will be amended as follows:

Parties	Shareholding percentages before Second Supplemental Agreement	Shareholding percentages after Second Supplemental Agreement
Top Victory	0.800%	0.800%
CEC	38.082%	15.168%
CEC Panda	17.143%	5.217%
Xingong	34.257%	11.451%
Xingang	2.000%	2.000%
Sharp	7.718%	7.718%
Nanjing Huadong	0	57.646%

The total investment of the Joint Venture will remain unchanged as RMB29,150 million (equivalent to approximately US\$4,664 million) and the registered capital of the Joint Venture will continue to be remain unchanged as RMB17,500 million (equivalent to approximately US\$2,800 million).

The amount of registered capital deemed to be contributed by the parties to the Second Supplemental Joint Venture Agreement will be on a pro rata basis with reference to their respective shareholding percentage in the Joint Venture at Completion. Accordingly, save for the proportional contribution of registered capital by Top Victory of RMB140,000,000 (US\$22,400,000), which remains the same as stipulated in the Joint Venture Agreement, no additional funding will be required to be contributed by Top Victory as a result of entering into the Second Supplemental Joint Venture Agreement.

The deemed capital contribution made by each party was determined after arm's length negotiation with reference to the amount of registered capital of the Joint Venture and the shareholding percentage to be held by the respective parties to the Second Supplemental Joint Venture Agreement.

Conditions precedent

The Second Supplemental Joint Venture Agreement will become effective upon:

- (a) Sharp providing a representation that the provision of capital and technology to CEC has been approved by the authorities in Japan, prior to obtaining the required approvals from the relevant National and Development Reform Commission of the PRC in relation to the technology of the Products;

- (b) completion of relevant procedures of each of CEC, CEC Panda, Xingong, Xingang, Top Victory, Sharp and Nanjing Huadong to enter into the Second Supplemental Joint Venture Agreement;
- (c) obtaining of the final approval on the Second Supplemental Joint Venture Agreement by the Ministry of Commerce of the PRC; and
- (d) Nanjing Huadong obtains the approval of China Securities Regulatory Commission in relation to the non-public offering of its shares.

Save as disclosed in this announcement, there are no other material changes to the Supplemental Joint Venture Agreement and the Supplemental Investment Agreement.

REASONS FOR AND BENEFITS OF ENTERING INTO THE SECOND SUPPLEMENTAL JOINT VENTURE AGREEMENT

TPV is an internationally-renowned PC monitor and TV manufacturer. It has been listed on both the Hong Kong and Singapore stock exchanges since 1999. TPV has enjoyed significant growth over the last two decades by successfully leveraging its core competencies in manufacturing, operational efficiency, research and development as well as its exceptional commitment to quality. TPV serves as an original design manufacturer for some of the best-known TV and PC brands in the industry. In addition to developing these constructive partnerships, TPV distributes its products worldwide under its own brands “AOC” and “Envision”. In 2009 and 2011, TPV entered into noteworthy license agreements with Koninklijke Philips N.V. (“Philips”) to secure the rights to sell Philips-branded monitors globally and Philips branded TVs in the PRC. In April 2012, the Group established TP Vision Holding B.V. (“TP Vision”), a joint-venture company with Philips, to oversee Philips’ TV business in most regions of the world. In June 2014, TP Vision formally became a wholly-owned subsidiary of TPV.

The participation of Nanjing Huadong is beneficial to the resources allocation in capital market and optimization of capital structure of the Joint Venture. It is further beneficial to the formation and development of an industrial development platform and the integration of internal and external resources.

The Directors (including the independent non-executive Directors) consider that the terms of the Second Supplemental Joint Venture Agreement are on normal commercial terms and fair and reasonable and the entering into of the Second Supplemental Joint Venture Agreement is in the interests of the Company and the Shareholders as a whole.

Save for Mr Liu Liehong, Ms Wu Qun, Mr Du Heping and Dr Li Jun (who have abstained from voting on the board resolutions regarding the entering into the Second Supplemental Joint Venture Agreement), none of the Directors has a material interest in the Second Supplemental Joint Venture Agreement and the transactions contemplated thereunder.

LISTING RULES IMPLICATIONS

CEC is the controlling shareholder of the Company. Nanjing Huadong, CEC Panda and Panda LCD are connected persons of the Company under the Listing Rules by virtue of them being a subsidiary of CEC. The entering into of the Second Supplemental Joint Venture Agreement therefore constitutes a connected transaction for the Company under Chapter 14A of the Listing Rules. As each of the applicable percentage ratios is less than 5%, the entering

into of the Second Supplemental Joint Venture Agreement is subject to the reporting and announcement requirements but exempt from the independent shareholders' approval requirement of Chapter 14A of the Listing Rules.

DEFINITIONS

“Board”	the board of Directors
“CEC”	中國電子信息產業集團有限公司 (China Electronics Corporation), a state-owned company established in the PRC with limited liability and the controlling shareholder of the Company
“CEC Panda”	南京中電熊貓信息產業集團有限公司 (Nanjing Electronics Information Industrial Corporation), a state-owned company established in the PRC with limited liability
“Company” or “TPV”	TPV Technology Limited, a company incorporated in Bermuda with limited liability, the issued shares of which are primarily listed on the main board of the Stock Exchange and secondarily listed on the Singapore Exchange Securities Trading Limited
“Completion”	completion of obtaining the revised business licence of the Joint Venture pursuant to the Supplemental Joint Venture Agreement
“connected person(s)”	has the meaning given to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People's Republic of China
“Joint Venture”	南京中電熊貓平板顯示科技有限公司 Nanjing CEC Panda FPD Technology Co., Ltd., being the joint venture company established in the PRC with limited liability pursuant to the Joint Venture Agreement (to be supplemented by the Supplemental Joint Venture Agreement, the Second Supplemental Joint Venture Agreement and the Supplemental Investment Agreement)
“Joint Venture Agreement”	the joint venture agreement dated 27 April 2012 entered into between Top Victory and Panda LCD in relation to the establishment of the Joint Venture
“LCD”	liquid crystal display
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nanjing Huadong”	南京華東電子信息科技股份有限公司 (Nanjing Huadong Electronics Information & Technology Company Limited) a company established in the PRC with limited liability and a non-wholly owned subsidiary of CEC

“ODM”	original design manufacturer
“Panda LCD”	南京中電熊貓液晶顯示科技有限公司 (CEC Panda LCD Technology Co., Ltd.), a company established in the PRC with limited liability and a non-wholly owned subsidiary of CEC
“PC”	personal computer
“PRC” or “China”	the People’s Republic of China and, for the purpose of this announcement, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Products”	TFT-LCD panels, colour filters and LCD modules
“RMB”	Renminbi, the lawful currency of the PRC
“Second Supplemental Joint Venture Agreement”	The second supplemental joint venture agreement dated 5 December 2014 entered into among Top Victory, CEC, CEC Panda, Xingong, Xingang, Sharp and Nanjing Huadong in relation to the Joint Venture
“Share(s)”	ordinary share(s) of US\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Sharp”	夏普株式會社 (Sharp Corporation), a company incorporated in Japan with limited liability
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supplemental Investment Agreement”	the supplemental investment agreement dated 20 January 2014 entered into among Top Victory, CEC Panda, Panda LCD and CEC in relation to Joint Venture Agreement and the Joint Venture
“Supplemental Joint Venture Agreement”	the supplemental joint venture agreement dated 20 January 2014 entered into among Top Victory, CEC, CEC Panda, Xingong, Xingang and Sharp in relation to the Joint Venture
“TFT-LCD”	thin film transistor liquid crystal display
“Top Victory”	Top Victory Investments Limited, a company incorporated in Hong Kong and a wholly-owned subsidiary of the Company
“US\$”	United States dollars, the lawful currency of the United States of America

“Xingang”	南京新港開發總公司 (Nanjing Xingang Development Corporation), a company established in the PRC with limited liability
“Xingong”	南京新工投資集團有限責任公司 (Nanjing New Industrial Investment Group Company Limited), a company incorporated in the PRC with limited liability

For and on behalf of the Board
Dr Hsuan, Jason
Chairman and Chief Executive Officer

Hong Kong, 5 December 2014

As at the date of this announcement, the Board of the Company comprises one executive director, namely Dr Hsuan, Jason, and five non-executive directors, namely Mr Liu Liehong, Ms Wu Qun, Mr Du Heping, Dr Li Jun and Mr Hideki Noda, and three independent non-executive directors, namely Mr Chan Boon Teong, Dr Ku Chia-Tai and Mr Wong Chi Keung.

Unless otherwise specified in this announcement, amounts denominated in RMB have been converted, for illustrative purpose only, into US\$ at exchange rates of RMB1.00 = US\$0.16. Such exchange rate is for the purpose of illustration only and does not constitute a representation that any amount has been, could have been or may be converted at any of the above rate and any other rates or at all.