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TCL MULTIMEDIA TECHNOLOGY HOLDINGS LIMITED

TCL 多媒體科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01070)

GRANT OF SHARE OPTIONS

The Board of the Company hereby announces that on 31 August 2015, the Company granted to the Grantees entitled under the Share Option Scheme, subject to their acceptance, Share Options to subscribe for a maximum of a total of 129,961,162 Shares under the Share Option Scheme.

Background

The board (the “Board”) of directors (the “Directors”) of TCL Multimedia Technology Holdings Limited (the “Company”, together with its subsidiaries, collectively the “Group”) hereby announces that on 31 August 2015, the Company granted to certain participants (the “Grantees”) entitled under the share option scheme adopted by the Company on 15 February 2007 (the “Share Option Scheme”), subject to their acceptance, share options (the “Share Options”) to subscribe for a maximum of a total of 129,961,162 ordinary shares of the Company of HK\$1.00 each (the “Shares”) under the Share Option Scheme.

Among the abovementioned Share Options:

- (i) Share Options to subscribe for 125,123,646 Shares are granted to 568 Grantees who are so granted in their capacity as employees and/or officers of the Group (the “Employee Grant”); and
- (ii) Share Options to subscribe for 4,837,516 Shares are granted to 84 Grantees for their special contributions to the Group, who are also employees of TCL Corporation (the ultimate holding company of the Company) and/or its subsidiaries (together, the “TCL Corporation Group”) (the “TCL Corporation Employee Grant”).

Four Grantees under the TCL Corporation Employee Grant are Directors of the Company, namely Mr. LI Dongsheng, Mr. YAN Xiaolin, Ms. XU Fang and Mr. HUANG Xubin. Moreover, one of the Grantees under the TCL Corporation Employee Grant, namely Ms. ICHIKAWA Yuki (WEI Xue), is the spouse of Mr. LI Dongsheng, and hence an associate (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) of a Director of the Company. Apart from the TCL Corporation Employee Grant, Ms. XU Fang is also granted with Share Options under the Employee Grant.

Details of the aforesaid grant of Share Options are as follows:

Share Options

- Date of grant : 31 August 2015
- Number of Shares to be issued upon exercise of the Share Options granted in full : 129,961,162 Shares
- Exercise price of Share Options granted : HK\$3.48, which represents the highest of:
- (i) the closing price of the Shares of HK\$3.48 on the date of grant;
 - (ii) the average closing price of the Shares of HK\$3.36 for five trading days immediately preceding the date of grant; and
 - (iii) the par value of the Shares of HK\$1.00
- Closing price of the Shares on the date of grant : HK\$3.48
- Exercise periods of the Share Options : **For Share Options granted under the Employee Grant**
- 1) Subject to fulfillment of the performance targets for the year ending 31 December 2015, approximately one-third of the Share Options are exercisable commencing from 9 January 2017 to 30 August 2021;

- 2) Subject to fulfillment of the performance targets for the year ending 31 December 2016, another approximately one-third of the Share Options are exercisable commencing from 9 January 2018 to 30 August 2021; and
- 3) Subject to fulfillment of the performance targets for the year ending 31 December 2017, the remaining approximately one-third of the Share Options are exercisable commencing from 9 January 2019 to 30 August 2021.

If the performance targets for the years ending 31 December 2015 and/or 2016 are not achieved, the Share Options corresponding to performance targets of the relevant years shall not become exercisable as scheduled. However, in case the performance targets for the year ending 31 December 2017 are achieved, all outstanding Share Options shall become exercisable from 9 January 2019 to 30 August 2021.

For Share Options granted under the TCL Corporation Employee Grant

Subject to the fulfillment of the conditions for exercise of Share Options (“Exercise Conditions”) that the relevant Grantee (i) has paid the costs incurred or to be incurred by the Company for the relevant part of the Share Options and (ii) remains to be an employee of TCL Corporation Group on 31 December 2015, 31 December 2016 and 31 December 2017 respectively:

- 1) approximately one-third of the Share Options are exercisable commencing from 31 December 2015 to 30 August 2021;
- 2) another approximately one-third of the Share Options are exercisable commencing from 31 December 2016 to 30 August 2021; and

- 3) the remaining approximately one-third of the Share Options are exercisable commencing from 31 December 2017 to 30 August 2021.

Validity periods of the Share Options : **For Share Options granted under the Employee Grant**

Up to 30 August 2021

For Share Options granted under the TCL Corporation Employee Grant

Up to 30 August 2021

The Grantees (include five Directors and one associate of a Director) are granted with Share Options to subscribe for a total of 3,311,091 Shares. Their particulars are as follows:

Name	Position(s) held/ relationship with the Company	Number of Shares to be issued upon exercise of the Share Options granted under	
		The Employee Grant	The TCL Corporation Employee Grant
LI Dongsheng	Executive Director/ Chairman	–	270,610
YAN Xiaolin	Executive Director	–	228,651
XU Fang	Executive Director	2,075,558	152,038
HUANG Xubin	Non-executive Director	–	239,098
SO Wai Man Raymond	Independent non-executive Director	242,702	–
ICHIKAWA Yuki (WEI Xue)	Spouse of Mr. LI Dongsheng	–	102,434

Save as disclosed above, none of any other Grantees of the Share Options is a Director, a chief executive or a substantial shareholder of the Company, or an associate of a Director, a chief executive or a substantial shareholder of the Company.

The Company will be fully responsible for all the costs incurred for the Employee Grant. However, the Grantees under the TCL Corporation Employee Grant will be required to reimburse the Company for the costs incurred or to be incurred by the Company for the TCL Corporation Employee Grant as one of the Exercise Conditions as stated above.

On behalf of the Board
LI Dongsheng
Chairman

Hong Kong, 31 August 2015

As at the date of this announcement, the Board comprises LI Dongsheng, BO Lianming, HAO Yi, YAN Xiaolin and XU Fang as executive directors, Albert Thomas DA ROSA, Junior and HUANG Xubin as non-executive directors and TANG Guliang, Robert Maarten WESTERHOF, TSENG Shieng-chang Carter and SO Wai Man Raymond as independent non-executive directors.