

*The Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **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 AND GRANT OF RESTRICTED SHARES**

The Board of the Company hereby announces that on 2 June 2016, the Company granted:

- (1) Share Options to subscribe for a maximum of a total of 15,107,220 Shares under the Share Option Scheme to the Option Grantees entitled under the Share Option Scheme, subject to their acceptance; and
- (2) 1,695,429 Restricted Shares to the Restricted Shares Grantees under the Share Award Scheme. Among the 87 Restricted Shares Grantees, 7 of them who are granted a total of 342,198 Restricted Shares are connected persons of the Company.

#### **Grant of Share Options**

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 2 June 2016, the Company granted to certain participants (the "Option Grantees") entitled under the share option scheme adopted by the Company on 18 May 2016 (the "Share Option Scheme"), subject to their acceptance, share options (the "Share Options") to subscribe for a maximum of a total of 15,107,220 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 12,007,595 Shares are granted to 210 Option 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 3,099,625 Shares are granted to 81 Option 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 Option Grantees under the Employee Grant are Directors of the Company, namely Ms. XU Fang, Mr. Winston Shao-min CHENG, Mr. Abulikemu ABULIMITI and Professor WANG Yijiang, and four Option 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 Option Grantees under the TCL Corporation Employee Grant, namely Ms. ICHIKAWA Yuki, 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.

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

Date of grant : 2 June 2016

Number of Shares to be : 15,107,220 Shares  
issued upon exercise  
of the Share Options  
granted in full

Exercise price of : HK\$4.50, which represents the highest of:  
Share Options granted

- (i) the closing price of the Shares of HK\$4.50 on the date of grant;
- (ii) the average closing price of the Shares of HK\$4.49 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 : HK\$4.50  
on the date of grant

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 13% of the Share Options are exercisable commencing from 9 January 2017 to 1 June 2022;
- 2) Subject to fulfillment of the performance targets for the year ending 31 December 2016, approximately 43% of the Share Options are exercisable commencing from 9 January 2018 to 1 June 2022; and
- 3) Subject to fulfillment of the performance targets for the year ending 31 December 2017, the remaining approximately 44% of the Share Options are exercisable commencing from 9 January 2019 to 1 June 2022.

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 1 June 2022.

**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 Option 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 2016, 31 December 2017 and 31 December 2018 respectively:

- 1) approximately one-third of the Share Options are exercisable commencing from 31 December 2016 to 1 June 2022;

- 2) another approximately one-third of the Share Options are exercisable commencing from 31 December 2017 to 1 June 2022; and
- 3) the remaining approximately one-third of the Share Options are exercisable commencing from 31 December 2018 to 1 June 2022.

Validity period of the Share Options : Up to 1 June 2022

The following Option Grantees (seven Directors and one associate of a Director) are granted with Share Options to subscribe for a total of 1,221,133 Shares with particulars as set out below:

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	–	200,134
YAN Xiaolin	Executive Director	–	149,590
XU Fang	Executive Director	170,438	52,523
HUANG Xubin	Non-executive Director	–	156,457
Winston Shao-min CHENG	Non-executive Director	122,630	–
Abulikemu ABULIMITI	Non-executive Director	122,630	–
WANG Yijiang	Independent non-executive Director	122,630	–
ICHIKAWA Yuki	Spouse of Mr. LI Dongsheng	–	124,101

Save as disclosed above, none of any other Option 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 Option 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.

Further, the Board would also like to take this opportunity to further announce that “Ablikim ABLIMIT” is an alias of Mr. Abulikemu ABULIMITI, a non-executive Director of the Company with effect from 11 May 2016, whose official English name is “Abulikemu ABULIMITI”.

### **Grant of Restricted Shares**

On 2 June 2016, the Board also resolved to grant 1,695,429 restricted shares (“Restricted Shares”) to 87 grantees (“Restricted Shares Grantees”) under the restricted share awarded scheme adopted by the Company on 6 February 2008 (as amended thereafter) (“Share Award Scheme”). Among the 87 Restricted Shares Grantees, 7 of them who are granted a total of 342,198 Restricted Shares are connected persons (as defined under Chapter 14A of the Listing Rules) of the Company. Such grants to the Restricted Shares Grantees who are connected persons are de minimis transactions and are fully exempt from Shareholders’ approval, annual review and all disclosure requirements.

This disclosure is made pursuant to the circular of the Company dated 27 July 2015, in which it was stated that the Company would make further announcement as soon as practicable after the grant of share award under the Share Award Scheme in respect of, inter alia, any grant of Restricted Shares using existing shares to connected persons.

On behalf of the Board  
**LI Dongsheng**  
Chairman

Hong Kong, 2 June 2016

*As at the date of this announcement, the Board comprises LI Dongsheng, BO Lianming, YAN Xiaolin and XU Fang as executive directors, Albert Thomas DA ROSA, Junior, HUANG Xubin, Winston Shao-min CHENG and Abulikemu ABULIMITI as non-executive directors, and Robert Maarten WESTERHOF, TSENG Shieng-chang Carter, SO Wai Man Raymond and WANG Yijiang as independent non-executive directors.*