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If you have sold or transferred all your Shares in TCL MULTIMEDIA TECHNOLOGY HOLDINGS LIMITED (the “Company”), you should at once hand this circular and proxy form enclosed herein to the purchaser or transferee, or to the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**SUBSCRIPTION OF NEW SHARES UNDER SPECIFIC MANDATE
AND
NOTICE OF EGM**

A letter from the Board is set out on pages 3 to 14 of this circular.

A notice convening the EGM of the Company to be held at Regus Conference Center, 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong, on 14 January 2016, Thursday at 11:30 a.m. is set out on pages 15 to 16 of this circular.

If there is a black rainstorm warning signal or a tropical cyclone warning signal number 8 or above in force at or after 7:30 a.m. on 14 January 2016 and/or the Hong Kong Observatory has announced at or before 7:30 a.m. on 14 January 2016 that either of the above mentioned warnings is to be issued within the next two hours, the EGM shall automatically be postponed to the next Business Day on which no black rainstorm warning signal or tropical cyclone warning signal number 8 or above is issued between the hours from 7:30 a.m. to 9:30 a.m. and in such case the EGM shall be held at 11:30 a.m. on that Business Day at 13/F., TCL Tower, 8 Tai Chung Road, Tsuen Wan, New Territories, Hong Kong.

Whether or not you are able to attend the EGM or any adjournment thereof (as the case may be) in person, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar of the Company, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

28 December 2015

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Articles”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors of the Company
“Business Day”	a day on which banks in Hong Kong are open to conduct business generally throughout their normal business hours and the Stock Exchange is open for trading, excluding a Saturday, Sunday, public holidays and days on which a tropical cyclone warning no. 8 or above or a black rainstorm warning signal is issued in Hong Kong at any time between 9:00 a.m. and 5:00 p.m. on weekdays
“Company”	TCL Multimedia Technology Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 01070)
“Closing”	completion of the Subscription in accordance with the terms of the Subscription Agreement
“Conditions”	the conditions precedent of Subscription
“Director(s)”	the director(s) of the Company
“EGM”	an extraordinary general meeting of the Company to be convened at 11:30 a.m. on 14 January 2016 to approve, among other things, the Subscription Agreement and the transactions contemplated thereunder (including but not limited to the Specific Mandate)
“Group”	the Company and its Subsidiaries
“Leshi Zhixin”	Leshi Zhixin Electronic Technology (Tianjin) Co., Ltd. (樂視致新電子科技(天津)有限公司), a limited liability company established in the PRC
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Investor”	Leshi Zhixin or its wholly-owned subsidiary established in Hong Kong designated by it
“Latest Practicable Date”	23 December 2015
“Last Trading Day”	10 December 2015, being the last trading day preceding the signing of the Subscription Agreement

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China excluding Hong Kong, Taiwan and the Macau Special Administrative Region of the People’s Republic of China for the purpose of this circular
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the share(s) of HK\$1.00 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Specific Mandate”	a specific mandate to be sought from the Shareholders at the EGM to authorise the Directors to allot and issue the Subscription Shares pursuant to the Subscription Agreement
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Agreement”	the agreement dated 11 December 2015 entered into between the Company and Leshi Zhixin in relation to the Subscription
“Subscription Price”	the subscription price of HK\$6.50 per Subscription Share
“Subscription Share(s)”	together 348,850,000 Shares to be subscribed by the Investor pursuant to the Subscription Agreement
“Subscription”	the subscription of Shares pursuant to the Subscription Agreement
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

LI Dongsheng
BO Lianming
YAN Xiaolin
XU Fang

Registered Office:

P.O. Box 309
Ugland Ho
Grand Cayman
KY1-1104
Cayman Islands

Non-executive Directors:

Albert Thomas DA ROSA, Junior
HUANG Xubin

Principal Place of Business

in Hong Kong:

13th Floor
TCL Tower
8 Tai Chung Road
Tsuen Wan
New Territories
Hong Kong

Independent Non-executive Directors:

TANG Guliang
Robert Maarten WESTERHOF
TSENG Shieng-chang Carter
SO Wai Man Raymond

28 December 2015

To the Shareholders

Dear Sir or Madam,

SUBSCRIPTION OF NEW SHARES UNDER SPECIFIC MANDATE AND NOTICE OF EGM

INTRODUCTION

Reference is made to the announcement of the Company dated 11 December 2015 (“Announcement”). As stated in the Announcement, on 11 December 2015, the Company entered into the Subscription Agreement with Leshi Zhixin, pursuant to which the Investor agreed to conditionally subscribe and pay for 348,850,000 fully paid Subscription Shares at the Subscription Price of HK\$6.50 per Subscription Share.

LETTER FROM THE BOARD

The purposes of this circular are:

- (i) to provide the Shareholders with further details of (i) the Subscription Agreement; and (ii) the Specific Mandate;
- (ii) to set out the recommendation of the Board in relation to the transactions contemplated under the Subscription Agreement; and
- (iii) to give the Shareholders the notice of the EGM.

PROPOSED SUBSCRIPTION OF NEW SHARES UNDER SPECIFIC MANDATE

On 11 December 2015, the Company entered into the Subscription Agreement with Leshi Zhixin. According to the terms and subject to the conditions of the Subscription Agreement, the Investor agreed to conditionally subscribe and pay for 348,850,000 fully paid Subscription Shares at the Subscription Price of HK\$6.50 per Subscription Share.

Subscription Agreement

The principal terms of the Subscription Agreement are set out as follows:

Date

11 December 2015

Parties

- (i) The Company, as the issuer of the Subscription Shares; and
- (ii) Leshi Zhixin (Leshi Zhixin may, before Closing, nominate a Hong Kong incorporated wholly-owned subsidiary as the subscriber for the Subscription Shares).

To the best of Directors' knowledge, information and belief, having made all reasonable enquiries, Leshi Zhixin, its wholly-owned subsidiary (which may be designated before the Closing as the subscriber) and their respective ultimate beneficial owners are third parties independent of and not connected with the Company and the connected persons (as defined under the Listing Rules) of the Company.

Subscription Shares

Leshi Zhixin originally considered to subscribe 20% of the enlarged total share capital of the Company. As agreed between the Company and Leshi Zhixin, the number of Subscription Shares was finally fixed as 348,850,000 Shares. Accordingly, the aggregate of 348,850,000 Subscription Shares to be allotted and issued to the Investor pursuant to the Subscription Agreement represent approximately 25.16% of the total issued Shares as at the date of the Announcement; and approximately 20.10% of the total issued Shares as enlarged by the allotment and issue of the Subscription Shares. The aggregate nominal value of the Subscription Shares is HK\$348,850,000.

LETTER FROM THE BOARD

Ranking of Subscription Shares

The Subscription Shares will rank pari passu in all respects and carry all rights similar to the Shares in issue as at the date of the Announcement.

Subscription Price

The Subscription Price of HK\$6.50 per Subscription Share represents:

- (i) a premium of approximately 31.31% to the closing price of HK\$4.95 per Share as quoted on the Stock Exchange on 10 December 2015, being the Last Trading Day;
- (ii) a premium of approximately 46.07% to the average of the closing prices of HK\$4.45 per Share as quoted on the Stock Exchange for the last five consecutive trading days up to and including the Last Trading Day; and
- (iii) a premium of approximately 53.66% to the average of the closing prices of HK\$4.23 per Share as quoted on the Stock Exchange for the last 20 consecutive trading days up to and including the Last Trading Day.

The Subscription Price was determined after arm's length negotiations between the Company and Leshi Zhixin, with reference to, among others, the recent share price performance of the Company and liquidity of the Shares. The Directors (including all the independent non-executive Directors) consider that the Subscription Price and the terms of the Subscription Agreement are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

Specific Mandate to allot and issue the Subscription Shares

The Company will seek the Specific Mandate from the Shareholders at the EGM to allot and issue the Subscription Shares.

Conditions of Subscription

The obligations of the Investor to make the Subscription and of the Company to issue Subscription Shares are subject to the fulfillment of the following conditions:

- (a) the listing and dealing of the Subscription Shares on the Stock Exchange being granted and approved by the Listing Committee of the Stock Exchange, and such approval remains effective;
- (b) all approvals and consents required for the allotment and issue of the Subscription Shares having been obtained by the Company, including (but not limited to) the approval from the Board, as well as the approval from the Shareholders at the EGM;

LETTER FROM THE BOARD

- (c) all necessary governmental and regulatory approvals, consents, filings and reports (if any) required for the Closing of the Subscription having been obtained by the Company, and all of which remain effective;
- (d) all approvals and consents required for the subscription of the Subscription Shares being obtained by the Investor, including (but not limited to) the approval from its board of directors and the approval from its shareholders at its general meeting; and
- (e) all governmental and regulatory approvals, consents, filings and reports required for the Closing of the Subscription in the PRC (including (but not limited to) the filing and/or registration with the competent commerce departments of the PRC, National Development and Reform Committee of the PRC and the State Administration of Foreign Exchange of the PRC for the execution of the Subscription Agreement and the transactions contemplated hereunder) being obtained by the Investor, and the aforesaid filings and registrations remain effective.

Closing

Closing shall take place within five business days after all conditions being satisfied, and shall be on the date (“Closing Date”) and at the time and place specified in the written notice to be sent to the Investor by the Company. Such notice shall be delivered to the Investor by the Company no later than two business days before the Closing Date.

Lock-Up Period of the Subscription Shares

The Investor undertook that during the one year period commencing from the Closing Date (“Lockup Period”), without the prior written consent from the Company, it will not:

- (a) offer to sell, pledge, sell, contract to sell, grant, lend, or otherwise transfer or dispose of, directly or indirectly, any Subscription Shares or any securities convertible into or exercisable or exchangeable for Subscription Shares, whether now owned or hereafter acquired by the Investor or with respect to which the Investor has or hereafter acquires the power of disposition. Such restriction shall not limit the transfer or disposal of any Shares by the Investor for which the transferee is any wholly-owned subsidiaries of the Investor provided that such transferee(s) shall be procured by the Investor to comply with the terms of the Subscription Agreement;
- (b) enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of the Subscription Shares, whether any such transaction described in paragraph (a) above is to be settled by delivery of Subscription Shares, in cash or otherwise; or publicly disclose the intention to make any offer to sell, sale, pledge or disposition, or to enter into any transaction, swap, hedge or other arrangement relating to any Subscription Shares.

LETTER FROM THE BOARD

Upon the expiry of the aforesaid Lock up Period, the Investor (shall also procure the related parties of Investor who actually hold the subject Shares) shall not transfer, sell or enter into any arrangement to the following person(s) by any means referred in paragraphs (a) and (b) above in respect of the Subscription Shares:

- (i) any entity that principally engaged in a business that will compete with the business of TCL Corporation (“TCL Corporation”) and any of its subsidiaries; and/or
- (ii) any entity that has 20% or above shareholding interests in any entity that principally engaged in the competing business (for panels and modules, the aforementioned ratio shall be 10%, except for passive investors). Competing business refers to the businesses such as research and development, design, operation, manufacturing, sales, distribution and servicing of television, television host, set-top boxes, smart TV systems and platforms, smart TV portal, smart TV applications store, smart TV video games store, smart TV video player software applications and platforms, smart TV application software, panels and modules.

If the Investor transfers, sell or enters into any arrangement to any persons other than the abovementioned persons by any means referred in (a) and (b) in respect of the Subscription Shares, it shall notify the Company as soon as possible before entering into the relevant agreements with such persons (whether or not such agreement is binding).

In the event that the Company intends to conduct any additional share placement to relevant major competitors of the Investor, or that T.C.L. Industries Holdings (H.K.) Limited (currently the controlling shareholder of the Company) intends to transfer or sell any Shares of the Company to any of the aforementioned entities, the Company shall discuss with the Investor in good faith.

The Lock up Period will cease in the occurrence of any of the following events:

- (i) the two individuals nominated by the Investor are not being re-elected as the non-executive directors of the Company at the annual general meeting to be held by the Company in 2016;
- (ii) the aggregate shareholding of the Investor and their associates being diluted to below 15% (excluding 15%) as a result of the issuance of new shares or the conversion of any convertible securities (if any) by the Company (except in any case that the Investor and their related parties voluntarily waive their subscription right); or
- (iii) the Investor or the directors nominated by the Investor is required to abstain from voting with respect to connected transactions at the general meeting or board meeting according to the Listing Rules, while T.C.L. Industries Holdings (H.K.) Limited or the directors nominated by it do not abstain from voting on general meeting or board meeting resolutions with respect to connected transactions.

LETTER FROM THE BOARD

Nomination of directors by Investor

The Company shall, subject to relevant laws and regulations as well as the Articles, procure that the Board to appoint two individuals nominated by the Investor as the additional non-executive directors of the Company on the Closing Date. When the aggregate shareholding of the Investor and its associates in the issued share capital of the Company is below 15% (excluding 15%) but more than 10% (including 10%), the Investor shall procure one of its nominees to resign as a non-executive Director of the Company. When the aggregate shareholding of the Investor and its associates in the issued share capital of the Company is below 10%, the Investor shall procure two of its nominees or the remaining nominee to resign as the non-executive Director(s) of the Company.

Undertakings by the Company

From the date of Subscription Agreement to the Closing Date, unless prior written consent of the Investor, the Company:

- (a) shall and shall procure the Company and significant subsidiaries of the Company to continuously carry on its principal business during the usual course of business;
- (b) shall not take any action that requires shareholders' approval by way of a special resolution in accordance with its Articles, and shall procure the Group not to conduct any transaction that requires shareholders' approval in accordance with Chapter 14 under the Listing Rules or connected transaction that requires approval from independent shareholders in accordance with Chapter 14A under the Listing Rules (except for the connected transactions between the Group and TCL Corporation or its associates);
- (c) shall not and shall procure the Company's significant subsidiaries not to create any mortgage, charge, pledge, lien or other similar third party rights or interests on their material assets beyond their ordinary operation;
- (d) shall not change or amend its the Articles;
- (e) except for the situations mentioned in the Subscription Agreement, shall not increase or intend to increase the number of directors of the Company;
- (f) ensure that the dividend payout ratio adopted for the declaring, paying or making of any dividend or distribution shall not be higher than the highest payout ratio of the annual or interim distribution made during the five financial years before the signing of the Subscription Agreement, and these shall be no special dividend to be paid or distributed;
- (g) shall not, except for pursuant to the share option scheme and share award scheme, issue or grant any new shares, share option schemes, share award schemes, including but not limited to convertible bonds and right issues, or enter into any agreement, arrangement or undertaking to such effect, other than the Subscription Shares;

LETTER FROM THE BOARD

- (h) shall not redeem any shares of the Company or agree, arrange or undertake to redeem any shares;
- (i) shall not implement any significant acquisition with a consideration exceeding HK\$500 million with any companies or any other individual entities, or merger with other company with with a payable amount exceeding HK\$500 million, or integration with a payable amount exceeding HK\$500 million or any other demerger by the Company, or engage in any other restructuring of the Company with a payable amount exceeding HK\$500 million;
- (j) shall not engage in any transactions which will, or reasonably foreseeable will likely cause material adverse change on the overall operation of the Group;
- (k) shall not carry out any share consolidation, subdivision or reclassification of the shares of the Company;
- (l) except during the ordinary course of business, borrowings arising from restructuring and acquisitions shall not exceed HK\$20 million on an accumulative basis; and
- (m) shall not provide any guarantees, indemnities or other guarantee agreements for the obligation of any third party other than the subsidiaries of the Company, and shall not procure the subsidiaries of the Company to provide any guarantees, indemnities or other guarantee agreements for the obligation of any third parties, except for those guarantees, indemnities or other guarantee agreements which the obligation undertaken by such other subsidiaries, in aggregate, is below HK\$20 million.

Undertakings by the Investor

The Investor's undertakings include:

- (a) after the Closing, it and its respective associates shall only acquire additional Shares or any securities that can be converted/exchanged into Shares of the Company to the extent that they shall not:
 - (i) affect the ultimate and effective control of TCL Corporation by way of acquiring additional shares after the Investor has by any means without breaching the undertaking stated in (ii) and (iii) below increased its shareholdings in the Company to 30% or above;
 - (ii) cause the Company to be in breach of the minimum public float requirement under the Listing Rules; and
 - (iii) trigger any obligation to make a mandatory general offer under The Hong Kong Code on Takeovers and Mergers.

LETTER FROM THE BOARD

- (b) it and its respective associates shall not acquire any additional shares on the secondary market during the period from the date of the Subscription Agreement to the Closing Date.
- (c) if T.C.L. Industries Holdings (H.K.) Limited is required to abstain from voting at the general meeting held for the connected transaction(s) pursuant to the Listing Rules, the Investor shall abstain from voting in respect of such resolutions. If any of the directors nominated by either of the Investor or T.C.L. Industries Holdings (H.K.) Limited are required to abstain from voting at the board meeting held for the connected transaction (i.e. the Company and its subsidiaries on one side, and the Investor, TCL Corporation or its associates on another side) pursuant to the Listing Rules, the Investor shall procure the directors nominated by it to abstain from voting in respect of such resolutions.

REASON AND BENEFITS OF THE SUBSCRIPTION

The cooperation between the Company and LETV, tied by equity interest, will bring multi-dimension and in-depth strategic cooperation in respect of strategic resources and business model, lead to an era of living room ecosystem surrounded by Smart TV, continuously improve the living style of every family with Internet, promote upgrade of the industry's business model and industry growth, as well as achieve Chinese brand of television in the global market surpassing those of traditional television manufactories in Japan and Korea.

1. Promoting synergy of strategic resources and driving the strategic transformation of the Company

As the leading international Smart TV manufacturer and internet application services company, TCL group companies is a unique Smart TV hardware company group with integrated industry chain of "display-chip-terminal" in PRC and has a strong R&D capacity of both software and hardware and accumulated patents, as well as an international, in-depth penetrated offline marketing network and service system. It has achieved significant progresses on commercial operation of Smart TV platform. LETV processes the world's leading internet technologies and complete solutions of cloud platform, comprehensive proprietary and open content and ecologic resources, including EUI, a leading internet promotion and marketing and O2O sales model, as well as user-focused operational strengths. Through the cooperation, both parties will enjoy synergy advantages on supply chain, strengthen the R&D capacity of both software and hardware, and create synergy effect of sales and aftersales services system.

LETTER FROM THE BOARD

2. Doubling user scale and enhancing operational value

The number of Smart TV users of the Company exceeds 11 million. Based on the four vertical ecosystems, videos, education, games and life of TV+ Smart TV platform, the Company has established an operational system facing users and an industry leading living room economic ecosystem. The number of high-ended paid Smart TV user of LETV is over 4 million, and it possesses an industry leading and diversified realization of user value system. The cooperation will double the two mega-scale platform companies and keep fast growth in family users, significantly increase the value of operable users, and lead the development of economic ecosystem. Leveraging on the advantages of content and platform of both parties, the Company will further enrich operable content resources, enhance the user experience of TV+, at the same time, build up a stronger protection from competition, explore more profit models and create new values to big-screen entertainment life of the world's families.

3. Focusing on users' experience and promoting innovative products

This capital alliance is the outcome of similar value propositions and confidence in both parties. The core value of company strategy of both parties lies in enhancing users' experience. As complementary cross-industry advantages promotes new ecological developments, both parties will jointly develop new experience Smart end products facing the demands of high-end/ultra-high-end users, oversea users, subdivided families, create the finest users' experience and new user value, and improve the Internet living style of the world's families.

The Board considers that the Subscription Agreement is entered into after arm length negotiations between the Company and Leshi Zhixin on normal commercial terms, and the terms of the Subscription Agreement (including the Subscription Price) are fair and reasonable, and are in the interest of the Company and the Shareholders.

PROCEEDS FROM THE SUBSCRIPTION AND USE OF PROCEEDS

The gross proceeds from the issue of the Subscription Shares pursuant to the Subscription Agreement will be approximately HK\$2,267,525,000, and the net proceeds from the issue of the Subscription Shares pursuant to the Subscription Agreement, after deduction of all relevant costs and expenses, is estimated to be approximately HK\$2,261,000,000. The net Subscription Price, after deduction of all relevant costs and expenses, is estimated to be approximately HK\$6.48 per Subscription Share.

Such net proceeds are intended to be used for the following purposes:

- research and development (approximately HK\$500 million) which will primarily be used to upgrade the Group's TV products including but not limited to Curved TV, OLED TV, high colour domain TV like Quantum Dot TV, Slim TV, HDR (High Dynamic Range), etc.;
- overseas market expansion (approximately HK\$400 million) in countries tentatively targeting with high population including but not limited to India and Brazil, etc.;
- automation and technology and process improvement (approximately HK\$300 million);

LETTER FROM THE BOARD

- mergers and acquisitions (the target(s) of which has not yet been identified as at the date hereof but tentatively the mergers and acquisitions target should have synergy with the Group's existing businesses in terms of R&D, supply chains, production, sales, user base and ARPU value, etc.) (approximately HK\$500 million);
- repayment of loans (approximately HK\$500 million); and
- general working capital (approximately HK\$60 million).

Effect on Shareholding Structure of the Company

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, the existing shareholding structure in respect of the Shares and the effects on the shareholding structure in respect of the Shares (i) as at the Latest Practicable Date and (ii) immediately after the Closing (assuming that there is no change in the shareholding structure and in the issued share capital of the Company after the Latest Practicable Date and before the Closing), are set out as below:

	As at the date of the Latest Practicable Date		Immediately after the Closing	
	<i>Approximate %</i>		<i>Approximate %</i>	
	<i>No. of Shares</i>	<i>(%)</i>	<i>No. of Shares</i>	<i>(%)</i>
T.C.L. Industries Holdings (H.K.) Limited	875,060,475	63.12	875,060,475	50.43
Leshi Zhixin	–	–	348,850,000	20.10
Li Dongsheng	41,180,731	2.97	41,180,731	2.37
Bo Lianming	610,727	0.04	610,727	0.04
Yan Xiaolin	690,600	0.05	690,600	0.04
Xu Fang	108,760	0.01	108,760	0.01
Albert Thomas DA ROSA, Junior	63,333	0.00	63,333	0.00
Huang Xubin	1,060,560	0.08	1,060,560	0.06
Tang Guliang	63,333	0.00	63,333	0.00
Robert Maarten WESTERHOF	30,000	0.00	30,000	0.00
Public shareholders	467,492,695	33.73	467,492,695	26.95
Total	1,386,361,214	100.00	1,735,211,214	100.00

Notes:

- (1) Mr. Li Dongsheng (Chairman of the Board), Mr. Bo Lianming (Chief Executive Officer of the Company), Mr. Yan Xiaolin and Ms. Xu Fang are the executive directors of the Company.
- (2) The shareholdings held by Mr. Li Dongsheng include the 1,500,000 Shares held by his wife (Ms. Ichikawa Yuki, also known as Wei Xue).
- (3) Mr. Albert Thomas DA ROSA, Junior and Mr. Huang Xubin are the non-executive directors of the Company.
- (4) Mr. Tang Guliang and Mr. Robert Maarten WESTERHOF are the independent non-executive directors of the Company.
- (5) Pursuant to the Subscription Agreement, Leshi Zhixin is entitled to designate a wholly owned subsidiary as the subscriber before Closing in order to complete the Subscription.

LETTER FROM THE BOARD

EQUITY FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

The Company did not conduct any equity fund raising activities during the past twelve months immediately preceding the date of the Announcement.

INFORMATION ABOUT THE GROUP

The Group is principally engaged in the manufacture and sale of a wide range of electronic consumer products including television sets. The Group has factories in the PRC, Poland, Mexico and Vietnam and distributes its products in all major markets globally. For more information on the Group, please visit its official website at <http://multimedia.tcl.com> (the information that appears in this website does not form part of the Circular).

INFORMATION ABOUT THE INVESTOR

Leshi Zhixin is a limited liability company established in the PRC. Its principal activities include the information technology service, the advertising business, the manufacturing and sales of hard disk player, the development and sales of electronic products and mechanical equipment and the import and export business of goods and technologies. 58.55% of Leshi Zhixin share interests is directly held by Leshi Internet Information and Technology Corp., Beijing (樂視網信息技術(北京)股份有限公司).

Pursuant to the Subscription Agreement, Leshi Zhixin is entitled to designate a wholly-owned subsidiary established in Hong Kong (Letv Zhixin Investment (HK) Limited) as the subscriber before Closing to complete the Subscription, and Letv Zhixin Investment (HK) Limited is principally engaged in investment holding.

APPLICATION FOR LISTING

An application will be made to the listing committee of Stock Exchange for the listing of, and permission to deal in, the Subscription Shares on the Stock Exchange.

EGM

The Company will convene the EGM at Regus Conference Center, 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong, on 14 January 2016, Thursday at 11:30 a.m. at which resolution will be proposed for the purposes of considering and, if thought fit, (1) approving the Subscription Agreement and the transactions contemplated thereunder; and (2) granting the Specific Mandate. The notice of the EGM is set out on pages 15 to 16 of this circular.

A form of proxy for use at the EGM is enclosed. Whether or not you are able to attend the EGM or any adjournment thereof (as the case may be) in person, please complete the form of proxy in accordance with the instructions printed thereon and return the same to the Hong Kong branch share registrar of the Company, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting at the EGM or any adjourned meeting should you so wish.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed on 14 January 2016, for the purpose of determining the entitlements of the Shareholders to attend and vote at the EGM. No transfer of the Shares will be registered on that day. In order to qualify for the aforesaid entitlements, all transfers must be lodged with the Hong Kong branch share registrar of the Company, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, by no later than 4:30 p.m. on 13 January 2016.

RECOMMENDATION

The Board considers that the terms of the Subscription Agreement, the transactions contemplated thereunder and the granting of the Specific Mandate are on normal commercial terms, and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

The Board also considers that the resolution proposed in the notice of EGM is in the best interests of the Company and the Shareholders and therefore recommend you to vote in favour of the relevant resolution to be proposed at the EGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
On behalf of the Board
LI Dongsheng
Chairman

As at the date of this circular, the Board comprises LI Dongsheng, BO Lianming, 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.

NOTICE OF EGM

The TCL logo consists of the letters "TCL" in white, bold, sans-serif font, centered within a red square.

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)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of TCL Multimedia Technology Holdings Limited (the “**Company**”) will be held at Regus Conference Center, 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong, on 14 January 2016, Thursday, at 11:30 a.m., to consider and, if thought fit, pass the following ordinary resolution (with or without modifications):

ORDINARY RESOLUTION

1. “**THAT**

- (a) the Subscription Agreement (as defined in the circular of the Company dated 28 December 2015 (the “**Circular**”)) (a copy of the which has been produced to this meeting marked “A” and initialed by the chairman of the meeting for the purpose of identification) dated 11 December 2015 entered into between the Company and 樂視致新電子科技(天津)有限公司 (transliterated as Leshi Zhixin Electronic Technology (Tianjin) Co., Ltd.) in relation to the subscription by the Investor (as defined in the Circular) for a total number of 348,850,000 new ordinary shares of the Company (the “Subscription Share(s)”) at the subscription price of HK\$6.50 per Subscription Share(s), and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (b) the directors of the Company (the “Directors”) be and are hereby granted a specific mandate (“Specific Mandate”) to exercise the powers of the Company to allot and issue the Subscription Shares in accordance with the terms and conditions of the Subscription Agreement, where such Subscription Shares shall rank equally in all respects among themselves and with all fully paid ordinary shares of the Company in issue as at the date of allotment and issue and the Specific Mandate is in addition to, and shall not prejudice nor revoke, any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution; and
- (c) any Director be and is hereby authorised to do such acts and things, to sign and execute all such further documents (in case of execution of documents under seal, to do so by any two Directors or any Director together with the secretary of the Company) and to take such steps as he may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Subscription Agreement or any transactions contemplated thereunder and all other matters incidental thereto or in connection therewith, and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith.”

On behalf the Board
LI Dongsheng
Chairman

Hong Kong, 28 December 2015

NOTICE OF EGM

Notes:

1. A member of the Company who is holder of two or more shares, and who is entitled to attend and vote at the meeting, is entitled to appoint more than one proxy to attend and vote on his/her behalf. A proxy need not be a member of the Company. Completion and return of the form of proxy will not preclude a member from attending the meeting and voting in person. In such event, his/her form of proxy will be deemed to have been revoked.
2. A form of proxy for the EGM is enclosed to the notice of the EGM. In order to be valid, the form of proxy together with the power of attorney, if any, under which it is signed, or a notarially certified copy of such power or authority must be lodged at the Company's Hong Kong branch share registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof.
3. The register of members of the Company will be closed on 14 January 2016 for the purposes of determining the entitlements of the members of the Company to attend and vote at the meeting. No transfer of the shares of the Company will be registered on that day. In order to qualify for the aforesaid entitlements, all transfers must be lodged with the Company's Hong Kong branch share registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, by no later than 4:30 p.m. on 13 January 2016.
4. If there is a black rainstorm warning signal or a tropical cyclone warning signal number 8 or above in force at or after 7:30 a.m. on 14 January 2016 and/or the Hong Kong Observatory has announced at or before 7:30 a.m. on 14 January 2016 that either of the above mentioned warnings is to be issued within the next two hours, the EGM shall automatically be postponed to the next Business Day on which no black rainstorm warning signal or tropical cyclone warning signal number 8 or above is hoisted between the hours from 7:30 a.m. to 9:30 a.m. and in such case the EGM shall be held at 11:30 a.m. on that Business Day at 13/F., TCL Tower, 8 Tai Chung Road, Tsuen Wan, New Territories, Hong Kong. "Business Day", in this context, shall mean a day (not being Saturday, Sunday or public holiday) on which licensed banks in Hong Kong are open for general banking business.

As at the date of this notice, the Board comprises LI Dongsheng, BO Lianming, 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.