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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 RESUMPTION OF TRADING

This announcement is made pursuant to Rule 13.09(2) of the Listing Rules and the Insider Information Provisions under Part XIVA of the SFO. Reference is made to the announcement of the Company dated 11 December 2015 in relation to trading halt in the shares of the Company pending the release of this announcement.

PROPOSED SUBSCRIPTION OF NEW SHARES UNDER SPECIFIC MANDATE

The Board is pleased to announce that, 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.

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 issued pursuant to the Subscription Agreement represent approximately 25.16% of the total issued Shares of the Company as at the date of this announcement; and approximately 20.10% of the total issued Shares as enlarged by the allotment and issue of the Subscription Shares (assuming that there is no change in the issued share capital of the Company after the date of this announcement and before the Closing).

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 proceeds from the issue of the Subscription Shares will be used for the purpose of research and development, expansion of overseas markets, automatization, technology and process improvement, mergers and acquisitions, repayment of loans and general working capital. The net Subscription Price, after deduction of all relevant costs and expenses, is estimated to be approximately HK\$6.48 per Subscription Share.

SPECIFIC MANDATE

The Company will seek the Specific Mandate from the Shareholders at the EGM to allot and issue the Subscription Shares. Application will also be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Subscription Shares.

THE EGM

The EGM will be convened in January 2016 for the Shareholders to consider and, if thought fit, to approve among other things, the Subscription Agreement and the transactions contemplated thereunder (including but not limited to the Specific Mandate).

To the best of the Director's knowledge, information and belief having made all reasonable enquiries, no Shareholder will be required to abstain from voting at the EGM in respect of the Subscription Agreement and the transactions contemplated thereunder (including the Specific Mandate).

A circular containing, amongst other things, (i) further information on the Subscription Agreement; (ii) the Specific Mandate; and (iii) a notice of the EGM and a form of proxy will be dispatched to the Shareholders as soon as practicable. It is predicted that the circular will be despatched to the Shareholder on or about 30 December 2015.

RESUMPTION OF TRADING

Trading in the Shares of the Company on the Stock Exchange was halted from 9:00 a.m. on 11 December 2015 at the request of the Company pending the release of this announcement by the Company. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares of the Company with effect from 9:00 a.m. on 14 December 2015.

The Shareholders and potential investors should be aware that the Subscription Agreement and the transactions contemplated thereunder are subject to the fulfilment of the Conditions, and therefore the proposed issue of the Subscription Shares may or may not proceed. Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.

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 this 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.

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 this 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;
- (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.

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.

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;
- (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.
- (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.

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, it processes 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.

The above proceeds are intended to be used for the following purposes: research and development investment, overseas market expansion, automation and technology and process improvement, mergers and acquisitions (the target(s) of which has not yet been identified as at the date hereof), repayment of loans and general working capital.

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 date of this announcement 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 date of this announcement and before the Closing), are set out as below:

	As at the date of this announcement		Immediately after the Closing	
	Approximate %		Approximate %	
	No. of Shares	(%)	No. of Shares	(%)
T.C.L. Industries Holdings (H.K.) Limited	875,310,475	63.14	875,310,475	50.45
Leshi Zhixin	–	–	348,850,000	20.10
Li Dongsheng	40,980,731	2.96	40,980,731	2.36
Bo Lianming	610,727	0.04	610,727	0.04
Yan Xiaolin	390,600	0.03	390,600	0.02
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	467,742,695	33.74	467,742,695	26.96
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.

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 this 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 this announcement).

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.

THE EGM

The EGM will be convened in January 2016 for the Shareholders to consider and, if thought fit, to approve among other things, the Subscription Agreement and the transactions contemplated thereunder (including but not limited to the Specific Mandate).

To the best of the Director's knowledge, information and belief having made all reasonable enquiries, no Shareholders will be required to abstain from voting at the EGM in respect of the Subscription Agreement and the transactions contemplated thereunder (including the Specific Mandate).

A circular containing, amongst other things, (i) further information on the Subscription Agreement; (ii) the Specific Mandate; and (iii) notice of the EGM and a form of proxy will be dispatched to the Shareholders as soon as practicable. It is estimated that the circular will be dispatched to the Shareholder on or about 30 December 2015.

RESUMPTION OF TRADING

Trading in the Shares of the Company on the Stock Exchange was halted from 9:00 a.m. on 11 December 2015 at the request of the Company pending the release of this announcement by the Company. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares of the Company with effect from 9:00 a.m. on 14 December 2015.

The Shareholders and potential investors should be aware that the Subscription Agreement and the transactions contemplated thereunder are subject to the fulfilment of the Conditions, and therefore the proposed issue of the Subscription Shares may or may not proceed. Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms have the following meanings when used herein:

“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 of Subscription
“Director(s)”	the director(s) of the Company

“EGM”	an extraordinary general meeting of the Company to be convened 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
“Last Trading Day”	10 December 2015, being the last trading day preceding the signing of the Subscription Agreement
“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 announcement
“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.

On behalf of the Board
TCL Multimedia Technology Holdings Limited
LI Dongsheng
Chairman

Hong Kong, 11 December 2015

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 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.