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TCL COMMUNICATION TECHNOLOGY HOLDINGS LIMITED

TCL 通訊科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2618)

(1) GRANTS OF AWARDED SHARES SUBSEQUENTLY BECOMING CONNECTED

AND

(2) PROPOSED AMENDMENTS TO THE SHARE AWARD SCHEME

AND

(3) PROPOSED AMENDMENTS TO THE TERMS OF THE CONNECTED GRANTS OF AWARDED SHARES

GRANTS OF AWARDED SHARES SUBSEQUENTLY BECOMING CONNECTED

On 3 November 2015, the Company granted 43,939 Awarded Shares, 14,647 Awarded Shares and 12,306 Awarded Shares to be satisfied with New Shares to Mr. SONG Bo, Ms. FENG Juanjuan and Mr. TANG Stanley Wing Yin respectively. As at 3 November 2015, they were not connected persons of the Company. However, each of Mr. SONG Bo, Ms. FENG Juanjuan and Mr. TANG Stanley Wing Yin subsequently became a connected person of the Company on 29 December 2015, 23 March 2016 and 16 June 2016 respectively by virtue of becoming a director and/or a chief executive of member(s) of the Group on such dates.

Since each of Mr. SONG Bo, Ms. FENG Juanjuan and Mr. TANG Stanley Wing Yin became a director and/or a chief executive of certain member(s) of the Group, and thus a connected person of the Company, on 29 December 2015, 23 March 2016 and 16 June 2016 respectively, the grants of Awarded Shares to them on 3 November 2015 became connected transactions of the Company on 29 December 2015, 23 March 2016 and 16 June 2016 respectively. According to rule 14A.60(1) of the Listing Rules, the Company shall as soon as practicable after becoming aware of this fact, comply with the annual review and disclosure requirements including publishing an announcement and annual reporting.

PROPOSED AMENDMENTS TO THE SHARE AWARD SCHEME

On 5 June 2016, the Board resolved that, subject to compliance with the rules of the Share Award Scheme and the Listing Rules, the Share Award Scheme should be amended so that the Vesting Date of the Awarded Shares would be accelerated to the date on which a general or partial offer made to all the holders of the Shares became unconditional and that the Trustee would be able to hold on trust the cash for the offer to acquire or cancel all Awarded Shares for the Selected Persons and pay the Selected Persons such amount of cash by reference to the number of Awarded Shares attributable to them, and approved to set up a committee of the Board and authorised such committee to, among others, to take all steps to finalise and give effect to the amendment. On 16 July 2016, the said committee consisting of Mr. LIAO Qian and Mr. LAU Siu Ki agreed and finalised the Share Award Scheme Amendment.

Since the terms of the Share Award Scheme would be amended by the Share Award Scheme Amendment (should it be approved), the Company would seek its Shareholders' approval for the Company to continue to issue and allot New Shares as Awarded Shares pursuant to the Share Award Scheme as amended by the Share Award Scheme Amendment under the New Specific Mandate.

For the purpose of compliance with the rules of the Share Award Scheme, the coming into effect of the Share Award Scheme Amendment would be treated as if it affects adversely the subsisting rights of any Selected Person and, therefore, would be subject to, among others, the necessary approval of the Selected Persons pursuant to the Share Award Scheme.

PROPOSED AMENDMENTS TO THE TERMS OF THE CONNECTED GRANTS OF AWARDED SHARES

On 21 May 2015 and 3 November 2015, the Company has made the Connected May Grants and the Connected November Grants, pursuant to which 826,232 Awarded Shares and 1,980,753 Awarded Shares were granted to 11 Connected May Grantees and 29 Connected November Grantees respectively. All of the Connected May Grantees are also Connected November Grantees. At the extraordinary general meeting of the Company held on 24 December 2015, it was approved by the then Shareholders that both the Connected May Grants and Connected November Grants shall be satisfied by use of New Shares. Some of the Awarded Shares so granted have been vested on 31 December 2015.

Subsequent to the extraordinary general meeting of the Company held on 24 December 2015, the unvested Awarded Shares held by Mr. WANG Jiyang were lapsed due to his retirement, each of Ms. XU Fang, Ms. SHAO Guangjie and Mr. YAN Xiaolin ceased to be a connected person of the Company, while as disclosed above each of Mr. SONG Bo, Ms. FENG Juanjuan and Mr. TANG Stanley Wing Yin became a connected person of the Company on 29 December 2015, 23 March 2016 and 16 June 2016 respectively. The Connected May Grantees and

Connected November Grantees who were still connected persons of the Company as at the date of this announcement and Mr. SONG Bo, Ms. FENG Juanjuan and Mr. TANG Stanley Wing Yin are collectively referred to as the Connected Grantees in this announcement.

Since the Connected Grants are governed by the Share Award Scheme as amended from time to time, the coming into effect of the Share Award Scheme Amendment would constitute a material change to the terms of the Connected Grants which requires re-compliance with the requirements under Chapter 14A of the Listing Rules as disclosed in more details below, including among others, Shareholders' approval therefor.

LISTING RULES IMPLICATIONS

Since each of the Connected Grantees are connected persons of the Company by virtue of being or having been, currently or in the past 12 months, a director and/or a chief executive of member(s) of the Group, the Connected Grants constitute connected transactions of the Company which are subject to the reporting, announcement and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

Independent Shareholders' approval for the Connected Grants, except for the grants to Mr. SONG Bo, Ms. FENG Juanjuan and Mr. TANG Stanley Wing Yin, was obtained at the extraordinary general meeting of the Company held on 24 December 2015.

Since the Connected Grants Amendment would constitute a material change to the terms of the Connected Grants, the Company would re-comply with the announcement and shareholders' approval requirements pursuant to Rule 14A.54 of the Listing Rules for the Connected Grants Amendment.

The Independent Board Committee has been established to give recommendations to the Independent Shareholders on Connected Grants Amendment.

The Independent Financial Adviser has been appointed by the Company to advise the Independent Board Committee and the Independent Shareholders on Connected Grants Amendment.

A circular containing, among other things, (i) further details of the proposed amendments to the Share Award Scheme and the terms of the connected grants of Awarded Shares; (ii) the recommendation of the Independent Board Committee to the Independent Shareholders on the Connected Grants Amendment; (iii) the advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders on the Connected Grants Amendment; and (iv) a notice of the EGM of the Company to be held for considering and approving, if appropriate, the issue and allotment of New Shares under the Share Award Scheme as amended by the Share Award Amendment and the terms of the connected grants of Awarded Shares, will be despatched to the Shareholders on or before 29 July 2016.

(1) GRANTS OF AWARDED SHARES SUBSEQUENTLY BECOMING CONNECTED

On 3 November 2015, the Company granted 43,939 Awarded Shares, 14,647 Awarded Shares and 12,306 Awarded Shares to be satisfied with New Shares to Mr. SONG Bo, Ms. FENG Juanjuan and Mr. TANG Stanley Wing Yin respectively. As at 3 November 2015, they were not connected persons of the Company. However, each of Mr. SONG Bo, Ms. FENG Juanjuan and Mr. TANG Stanley Wing Yin subsequently became a connected person of the Company on 29 December 2015, 23 March 2016 and 16 June 2016 respectively by virtue of becoming a director and/or a chief executive of member(s) of the Group of the Company on such dates.

On 31 December 2015, 14,646 Awarded Shares, 4,882 Awarded Shares and 4,102 Awarded Shares granted to Mr. SONG Bo, Ms. FENG Juanjuan and Mr. TANG Stanley Wing Yin were vested. Out of the Awarded Shares granted to each of them, 29,293, 9,765 and 8,204 Awarded Shares remained unvested as at the date of this announcement.

The Awarded Shares granted to Mr. SONG Bo, Ms. FENG Juanjuan and Mr. TANG Stanley Wing Yin are scheduled to be vested to them in three tranches in accordance with the following vesting schedule provided that each of them remains an Employee of the Group, on the following Vesting Dates: (a) one-third of these Awarded Shares had been vested on 31 December 2015; (b) another one-third of these Awarded Shares will be vested on 31 December 2016; and (c) the remaining one-third of these Awarded Shares will be vested on 31 December 2017.

Since each of Mr. SONG Bo, Ms. FENG Juanjuan and Mr. TANG Stanley Wing Yin became a director and/or a chief executive of member(s) of the Group, and thus a connected person of the Company, on 29 December 2015, 23 March 2016 and 16 June 2016 respectively, the grants of Awarded Shares to them on 3 November 2015 became connected transactions of the Company on 29 December 2015, 23 March 2016 and 16 June 2016 respectively. According to rule 14A.60(1) of the Listing Rules, the Company shall as soon as practicable after becoming aware of this fact, comply with the annual review and disclosure requirements including publishing an announcement and annual reporting.

(2) PROPOSED AMENDMENTS TO THE SHARE AWARD SCHEME

In the Share Award Scheme, it is provided that if there occurs an event of change in control of the Company, whether by way of offer, merger, scheme of arrangement or otherwise, all the Awarded Shares shall immediately vest on the date when such change of control event becomes or is declared unconditional and such date shall be deemed to be the Vesting Date. Subject to the receipt by the Trustee of duly executed prescribed transfer documents within five (5) Business Days from the deemed Vesting Date, the Trustee shall transfer the Awarded Shares to the Selected Person, and for this purpose, “control” shall have the meaning as specified in the Hong Kong Codes on Takeovers and Mergers and Share Repurchases (now known as “The Codes on Takeovers and Mergers and Share Buy-backs”) from time to time.

On 5 June 2016, the Board resolved that, subject to compliance with the rules of the Share Award Scheme and the Listing Rules, the Share Award Scheme should be amended so that the Vesting Date of the Awarded Shares would be accelerated to the date on which a general or partial offer made to all the holders of the Shares became unconditional and that the Trustee would be able to hold on trust the cash for the offer to acquire or cancel all Awarded Shares for the Selected Persons and pay the Selected Persons such amount of cash by reference to the number of Awarded Shares attributable to them, and approved to set up a committee of the Board and authorised such committee to, among others, to take all steps to finalise and give effect to the amendment. On 16 July 2016, the committee consisting of Mr. LIAO Qian and Mr. LAU Siu Ki agreed that the amendment shall be finalised to the effect that if a general or partial offer (“Offer”), whether by way of takeover offer, share repurchase offer, scheme of arrangement or otherwise in like manner is made to all the holders of the Shares, or all such holders other than the offeror of the Offer and/or any person controlled by such offeror and/or any person acting in association or concert with such offeror, all the Awarded Shares shall immediately vest upon such Offer becomes or is declared unconditional and the date of which shall be deemed to be the Vesting Date, and the Trustee shall accept any offer by the offeror to acquire and/or cancel the Awarded Shares (or any revised offer) and, notwithstanding any other provisions in the rules of the Share Award Scheme, all proceeds in respect of the Awarded Shares paid or payable to or receivable by the Trustee by reason of such acceptance or by reason of the Offer becoming effective shall be applied by the Trustee for the sole purpose of paying to or transferring to such Selected Persons by reference to the number of Awarded Share(s) attributable to such Selected Persons.

At the extraordinary general meeting of the Company held on 24 December 2015, Shareholders' approval of the New Specific Mandate for issue and allotment of Awarded Shares being New Shares under the current Share Award Scheme was obtained. Since the terms of the Share Award Scheme would be changed by the Share Award Scheme Amendment (should it be approved), the Company would seek its Shareholders' approval for the Company to continue to issue and allot New Shares as Awarded Shares pursuant to the Share Award Scheme as amended by the Share Award Scheme Amendment under the New Specific Mandate.

For the purpose of compliance with the rules of the Share Award Scheme, the coming into effect of the Share Award Scheme Amendment would be treated as if it affects adversely the subsisting rights of any Selected Person and, therefore, would be subject to the necessary approval of the Selected Persons pursuant to the Share Award Scheme. Since the Connected Grants are governed by the Share Award Scheme as amended from time to time, the coming into effect of the Share Award Scheme Amendment would constitute a material change to the terms of the Connected Grants which requires re-compliance with the requirements under Chapter 14A of the Listing Rules as disclosed in more details below, including among others, Shareholders' approval therefor. In the circumstances, the Share Award Scheme Amendment would take effect only when all of the conditions below are satisfied:

- (1) Shareholders' conditional approval of the Company to continue to issue and allot New Shares as Awarded Shares pursuant to the Share Award Scheme as amended by the Share Award Scheme Amendment under the New Specific Mandate;
- (2) Shareholders' conditional approval of the Connected Grants Amendment (as disclosed in more detail below); and
- (3) the necessary approval of the Selected Persons as required by the Share Award Scheme.

(3) PROPOSED AMENDMENTS TO THE TERMS OF THE CONNECTED GRANTS OF AWARDED SHARES

On 21 May 2015 and 3 November 2015, the Company has made the Connected May Grants and the Connected November Grants, pursuant to which 826,232 Awarded Shares and 1,980,753 Awarded Shares were granted to 11 Connected May Grantees and 29 Connected November Grantees respectively. All of the Connected May Grantees are also Connected November Grantees. At the extraordinary general meeting of the Company held on 24 December 2015, it was approved by the then Shareholders that both the Connected May Grants and Connected November Grants shall be satisfied by use of New Shares. Some of the Awarded Shares so granted have been vested on 31 December 2015.

Please refer to the announcements of the Company dated 21 May 2015 and 3 November 2015 respectively, and circular of the Company dated 9 December 2015 for details of the Connected May Grants and the Connected November Grants.

Subsequent to the extraordinary general meeting of the Company held on 24 December 2015, the unvested Awarded Shares held by Mr. WANG Jiyang were lapsed due to his retirement, each of Ms. XU Fang, Ms. SHAO Guangjie and Mr. YAN Xiaolin ceased to be a connected person of the Company, while as disclosed above each of Mr. SONG Bo, Ms. FENG Juanjuan and Mr. TANG Stanley Wing Yin became a connected person of the Company on 29 December 2015, 23 March 2016 and 16 June 2016 respectively. The Connected May Grantees and Connected November Grantees who were still connected persons of the Company as at the date of this announcement and Mr. SONG Bo, Ms. FENG Juanjuan and Mr. TANG Stanley Wing Yin are collectively referred to as the Connected Grantees in this announcement.

As mentioned above, since the Connected Grants are governed by the Share Award Scheme as amended from time to time, the coming into effect of the Share Award Scheme Amendment would constitute a material change to the terms of the Connected Grants.

As at the date of this announcement, 1,716,321 Awarded Shares granted to the 28 Connected Grantees remained unvested, the breakdown of which are as follows:

Name of the Connected Grantees	Relationship with the Group	Number of outstanding Awarded Shares as at the date of this announcement	
		Granted on 21 May 2015	Granted on 3 November 2015
LI Dongsheng	Executive Director/Chairman	140,978	53,617
GUO Aiping	Executive Director/ Chief Executive Officer	201,461	90,511
HUANG Xubin	Non-executive Director	35,561	7,387
LIAO Qian	Non-executive Director	9,563	1,987
LAU Siu Ki	Independent non-executive Director	5,000	2,247
LOOK Andrew	Independent non-executive Director	5,000	2,247
KWOK Hoi Sing	Independent non-executive Director	5,000	2,247
ICHIKAWA Yuki	Spouse of Mr. LI Dongsheng	15,235	3,165
YE Jiansheng	General manager of certain Subsidiaries of the Company	–	5,475
ZHANG Dengke	Legal representative, chairman and director of certain Subsidiaries of the Company	–	17,392
HUANG Wanquan	Legal representative, chairman, director and general manager of certain Subsidiaries of the Company	–	4,229
SUN Wubin	Legal representative, chairman, director and general manager of certain Subsidiaries of the Company	–	16,917
WONG Toe Yeung	Director of a Subsidiary of the Company	–	291,973
LYU Xiaobin ^{Note}	Legal representative, chairman, director and general manager of certain Subsidiaries of the Company	–	95,324
WANG Pui, Janus	Director of certain Subsidiaries of the Company	–	241,546

Name of the Connected Grantee	Relationship with the Group	Number of outstanding Awarded Shares as at the date of this announcement	
		Granted on 21 May 2015	Granted on 3 November 2015
CHENG Kei Yan	Director of certain Subsidiaries of the Company	–	161,031
CAI Liru	Director of certain Subsidiaries of the Company	–	2,850
ZHOU Xiaoyang	Legal representative, director and general manager of certain Subsidiaries of the Company	–	19,738
ZHONG Xiaoping	Director of certain Subsidiaries of the Company	–	10,070
LI Lingyun	Director of certain Subsidiaries of the Company	–	6,656
CHAN Siu Tak	Director of certain Subsidiaries of the Company	–	14,493
Melanie Monaliza Estrada WOODS	Former director of a Subsidiary of the Company	–	6,667
Alexander ARSHINOV	Director of a Subsidiary of the Company	–	133,334
YANG Jin	Legal representative and chairman of a Subsidiary of the Company	–	33,886
DU Juan	Legal representative, director and general manager of certain Subsidiaries of the Company	–	26,272
SONG Bo	Legal representative, director and general manager of certain Subsidiaries of the Company	–	29,293
FENG Juanjuan	Director of certain Subsidiaries of the Company	–	9,765
TANG Stanley Wing Yin	Director of a Subsidiary of the Company	–	8,204
	Subtotal:	417,798	1,298,523
	Total:	<u>1,716,321</u>	

Note: Mr. LYU Xiaobin's English name was disclosed as LV Xiaobin in the circular of the Company dated 9 December 2015, while the English name appearing on his current passport is LYU Xiaobin, which adopts the latest translation mandated by the government of the PRC.

REASONS FOR AND BENEFITS OF THE CONNECTED GRANTS AMENDMENT

The Directors believe that the future success of the Company is closely tied to the commitment and efforts of the Connected Grantees. As such, the granting of performance-linked award to them can effectively motivate them to provide contributions to the Group.

Although the Share Award Scheme expressly provides for the situation in case of an event of change in control of the Company, it does not contain any express provision to deal with the situation where there is a general or partial offer, whether by way of takeover offer, share repurchase offer, scheme of arrangement or otherwise in like manner made to all the holders of the Shares which does not involve a change in control of the Company.

In order to accelerate the Vesting Date of the Awarded Shares to the date on which general or partial offer made to all holders of the Shares becoming unconditional and to enable the Trustee to hold on trust the cash for the offer to acquire or cancel all Awarded Shares for the Selected Persons and pay the Selected Persons such amount of cash by reference to the number of Awarded Shares attributable to them, the Company proposes to implement the Share Award Scheme Amendment to cater for the situations where it does not involve a change in control and, where in connection with the Offer, a Share Award Offer is made, to facilitate the Trustee to pay the cash received for acquisition and/or cancellation of the Awarded Shares to the Selected Persons.

Reference is also made to the joint announcement of the Company and T.C.L. Industries dated 12 June 2016, in which it was disclosed that T.C.L. Industries, as the offeror, requested the Board to put forward a proposal to the scheme shareholders for the privatisation of the Company by way of a scheme of arrangement under Section 86 of the Companies Law. As stated in the said announcement, the Share Award Scheme Amendment is one of the conditions precedents to the scheme of arrangement and the proposal to privatise the Company by way of the scheme of arrangement.

The Directors (excluding the independent non-executive Directors whose views will be set out in the circular to be despatched to the Shareholders (including the Independent Shareholders) together with the opinion of the Independent Financial Adviser after receiving advice from the Independent Financial Adviser) are of the view that the Connected Grants Amendment is fair and reasonable, on normal or better commercial terms. Whilst it is not in the ordinary and usual course of business of the Group to implement the Connected Grants Amendment, the Connected Grants Amendment is incidental to the Group's development of its ordinary and usual course of business, and it is in the interest of the Company and its Shareholders as a whole.

LISTING RULES IMPLICATIONS

Since each of the Connected Grantees are connected persons of the Company by virtue of being or having been, currently or in the past 12 months, a director and/or a chief executive of member(s) of the Group, the Connected Grants constitute connected transactions of the Company which are subject to the reporting, announcement and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

Independent Shareholders' approval for the Connected Grants, except for the grants to Mr. SONG Bo, Ms. FENG Juanjuan and Mr. TANG Stanley Wing Yin, was obtained at the extraordinary general meeting of the Company held on 24 December 2015.

Since the Connected Grants Amendment would constitute a material change to the terms of the Connected Grants, the Company would re-comply with the announcement and shareholders' approval requirements pursuant to Rule 14A.54 of the Listing Rules for the Connected Grants Amendment.

Since any Shareholder with a material interest in the Connected Grants Amendment shall abstain from voting at the EGM, T.C.L. Industries and the Connected Grantees and their respective associates who are Shareholders are required to abstain from voting at the resolution for the Connected Grants Amendment.

The Independent Board Committee has been established to give recommendations to the Independent Shareholders on the Connected Grants Amendment.

The Independent Financial Adviser has been appointed by the Company to advise the Independent Board Committee and the Independent Shareholders in this regard.

A circular containing, among other things, (i) further details of the proposed amendments to the Share Award Scheme and the terms of the connected grants of Awarded Shares; (ii) the recommendation of the Independent Board Committee to the Independent Shareholders on the Connected Grants Amendment; (iii) the advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders on the Connected Grants Amendment; and (iv) a notice of the EGM to be held for considering and approving, if appropriate, the issue and allotment of New Shares under the Share Award Scheme as amended by the Share Award Amendment and the terms of the connected grants of Awarded Shares, will be despatched to the Shareholders on or before 29 July 2016.

GENERAL INFORMATION

The Group, designs, manufactures and markets an expanding portfolio of mobile and internet products worldwide under two key brands – “alcatel” and “TCL”. The Group’s portfolio of products is currently sold in the PRC and over 170 countries throughout the North America, Latin America, Europe, the Middle East and Africa and Asia Pacific. The Group operates its highly efficient manufacturing plants and research and development centres in various provinces of the PRC with its headquarters in Shenzhen, the PRC. For more information of the Company, please visit the Company’s official website at <http://tclcom.tcl.com> (the information that appears in this website does not form part of this announcement).

DEFINITIONS

“announcement”	has the meaning ascribed to it under the Listing Rules
“Affiliated Company(ies)”	TCL Corporation, its subsidiaries and companies which, in accordance with the generally accepted accounting principles in the PRC, is recorded as an affiliated companies in the financial statements of TCL Corporation, which shall include any company in which TCL Corporation is directly or indirectly interested in not less than 20% of its issued share capital (or in case such company has no share capital, having a power to exercise or control the exercise of not less than 20% of voting right in its members’ meeting)
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Awarded Share(s)”	the awarded share(s) granted pursuant to the Share Award Scheme
“Board”	the board of Directors and, for the purpose of the Share Award Scheme only, such committee or such sub-committee or person(s) delegated with the power and authority by the Board to administer the Share Award Scheme
“Business Day”	a day (other than Saturday) on which the Stock Exchange is open for trading and on which banks are open for business in Hong Kong for the purpose of the Share Award Scheme
“Companies Law”	the Companies Law (2013 Revision) of the Cayman Islands

“Company”	TCL Communication Technology Holdings Limited, an exempted 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: 2618)
“Connected Grantees”	the Connected May Grantees and Connected November Grantees who are still connected persons of the Company and whose Awarded Shares have not entirely vested or lapsed as at the date of this announcement, Mr. SONG Bo, Ms. FENG Juanjuan and Mr. TANG Stanley Wing Yin
“Connected Grants”	the grants of Awarded Shares to the Connected Grantees on 21 May 2015 and/or 3 November 2015 (as the case may be)
“Connected Grants Amendment”	the amendment of the terms of the Connected Grants as a result of the implementation of the Share Award Scheme Amendment
“Connected May Grantees”	the 11 grantees of Awarded Shares under the Connected May Grant who were connected persons of the Company as at 21 May 2015
“Connected May Grants”	the grants of 826,232 Awarded Shares on 21 May 2015 to the Connected May Grantees
“Connected November Grantees”	the 29 grantees of Awarded Shares under the Connected November Grant who were connected persons of the Company as at 3 November 2015
“Connected November Grants”	the grants of 1,980,753 Awarded Shares on 3 November 2015 to the Connected November Grantees
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held for the purpose of considering and, if thought fit, approving the resolutions in relation to, among others, the issue and allotment of New Shares under the Share Award Scheme as amended by the Share Award Scheme Amendment and the Connected Grants Amendment

“Employee”	any employee (whether full-time or part-time) of any member of the Group (including without limitation any executive and non-executive director of any member of the Group)
“Group”	the Company and its Subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	the independent board committee consisting of all independent non-executive Directors
“Independent Financial Adviser”	REORIENT Financial Markets Limited, a licensed corporation under the SFO to conduct Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities
“Independent Shareholders”	Shareholders who are not required to abstain from voting on the ordinary resolutions to be proposed at the EGM in relation to the issue and allotment of New Shares under the Share Award Scheme as amended by the Share Award Scheme Amendment and the Connected Grants Amendment
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“New Shares”	new Shares to be issued and allotted by the Company under the New Specific Mandate
“New Specific Mandate”	the specific mandate, the Shareholders’ approval of which was obtained at the extraordinary general meeting of the Company held on 24 December 2015, for the Awarded Shares being New Shares that could be issued and allotted pursuant to the Share Award Scheme

“Participant(s)”	any Employee, adviser, consultant, agent, contractor, client or supplier of any member of the Group and employees or officers of any Affiliated Company whom the Board in its sole discretion considers may contribute or have contributed to the Group for the purpose of the Share Award Scheme
“PRC”	the People’s Republic of China excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan for the purposes of this announcement
“Selected Person(s)”	any Participant (other than any excluded person) whom the Board may, from time to time, at its absolute discretion select for participation in the Share Award Scheme
“Share(s)”	ordinary share(s) of HK\$1.00 each in the capital of the Company
“Share Award Scheme”	the share award scheme adopted by the Company on 11 March 2008 as amended from time to time
“Share Award Scheme Amendment”	the proposed amendment to the Share Award Scheme as set out in the section headed “(2) PROPOSED AMENDMENTS TO THE SHARE AWARD SCHEME” in this announcement
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary” or “Subsidiaries”	any entity which the meaning of the term “Subsidiary” as defined in the Listing Rules and the term “Subsidiaries” shall be construed accordingly
“TCL Corporation”	TCL Corporation (TCL集團股份有限公司), a joint stock company established under the laws of the PRC, the ultimate controlling Shareholder of the Company, the shares of which are listed on Shenzhen Stock Exchange (stock code: 000100)
“T.C.L. Industries”	T.C.L. INDUSTRIES HOLDINGS (H.K.) LIMITED (T.C.L.實業控股(香港)有限公司), a limited company incorporated in Hong Kong and directly wholly owned by TCL Corporation

“Trustee”	the trustee appointed for the purpose of the administration of the Share Award Scheme pursuant to the rules thereof
“Vesting Date(s)”	the date(s) on which a Selected Person’s entitlement to the Awarded Shares is vested in accordance with the conditions as imposed by the Board under the Share Award Scheme or is deemed to have vested under the Share Award Scheme
“%”	per cent

On behalf of the Board
LI Dongsheng
Chairman

Hong Kong, 17 July 2016

As at the date of this announcement, the Board comprises Mr. LI Dongsheng, Mr. GUO Aiping and Mr. Nicolas Daniel Bernard ZIBELL, being the executive Directors; Mr. HUANG Xubin and Mr. LIAO Qian, being the non-executive Directors; Mr. LAU Siu Ki, Mr. LOOK Andrew and Mr. KWOK Hoi Sing, being the independent non-executive Directors.