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雷士照明控股有限公司

NVC Lighting Holding Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2222)

CONTINUING CONNECTED TRANSACTION

During the preparation of the annual financial statements of the Company for the year ended 31 December 2012, the Board noted that the total amount paid by the Company to Chongqing Enlin under the continuing connected transactions between the Group and Chongqing Enlin under the supply and demand cooperation agreement dated 13 February 2012 (the “Agreement”) during the year ended 31 December 2012 reached US\$4.28 million, and the relevant Percentage Ratios for such continuing connected transactions exceeded 0.1%.

As the relevant Percentage Ratios for the transactions under the Agreement were above 0.1% but less than 5% for the year ended 31 December 2012, the transactions under the Agreement should have been subject to the reporting, announcement and annual review requirements under Chapter 14A of the Listing Rules, but would be exempted from the independent shareholders’ approval requirement.

BACKGROUND INFORMATION

On 13 February 2012, the Company entered into the Agreement with Chongqing Enlin, pursuant to which Chongqing Enlin produces and supplies to the Company lights, heater and ventilator for kitchen and bathroom use (the “**Products**”) based on our design and technical standards and labels those Products with our brands. The prices charged by Chongqing Enlin were agreed based on arm’s length negotiations with reference to the prevailing market rates. The term of the Agreement is two years commencing on 13 February 2012.

As Chongqing Enlin is an associate of Mr. Wu Changjiang (“Mr. Wu”) and Mr. Wu has been a substantial shareholder of the Company, Chongqing Enlin is a connected person of the Company as defined under Rule 14A.11 of the Listing Rules and the transactions under the Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

When the Company entered into the Agreement, the Company expected the annual transaction amount in each of the three years ending 31 December 2012, 2013 and 2014 under the

Agreement would be no more than US\$0.55 million (the “**Original Expected Amount**”) and the relevant Percentage Ratios would be less than 0.1% and the transactions would therefore be exempted from the reporting, announcement, annual review and independent shareholders’ approval requirements under Chapter 14A of the Listing Rules.

ACTUAL TRANSACTION AMOUNT AND LISTING RULES IMPLICATIONS

During the preparation of the annual financial statements of the Company for the year ended 31 December 2012, the Board noted that the actual total amount paid by the Company to Chongqing Enlin under the Agreement during the year ended 31 December 2012 was approximately US\$4.28 million, which exceeded the Original Expected Amount and the relevant Percentage Ratios therefore exceeded 0.1% but less than 5%. Accordingly, such transactions should have been subject to the reporting, announcement and annual review requirements but are exempted from the independent shareholders’ approval requirement.

REASONS FOR AND BENEFITS OF THE AGREEMENT

The Company entered into the Agreement because it wishes to outsource the manufacturing of the Products to enhance the efficiency of its operation and the fees charged by Chongqing Enlin were agreed based on arm’s length negotiations with reference to the prevailing market rates. As such, the Board (including the independent non-executive Directors) considers that the terms of the Agreement are on normal commercial terms and fair and reasonable, and are entered into in the ordinary and usual course of business of the Group and are in the interests of the Company and its shareholders as a whole.

As the market demand for the Products for the year ended 31 December 2012 was better than expected, the total amount paid by us to Chongqing Enlin in 2012 turned out to be more than the Original Expected Amount for the year ended 31 December 2012.

Upon being aware of the fact above, the Board has taken immediate actions to approve, confirm and ratify the transactions under the Agreement and comply with the reporting, announcement and annual review requirements under Chapter 14A of the Listing Rules. Based on the current business strategic, the Company expects that the relevant Percentage Ratios for the transactions under the Agreement will not exceed 0.1% for the year ending 31 December 2013 and the year ending 31 December 2014, respectively, and therefore are exempted from the reporting, announcement, annual review and independent shareholders’ approval requirements under Chapter 14A of the Listing Rules.

The Company will endeavor to monitor the transaction amount under the continuing connected transactions of the Company in the future with a view to ensuring that it would comply with the applicable requirements under the Listing Rules in a timely manner.

INFORMATION OF THE GROUP AND THE COUNTERPARTIES

The Company is a leading supplier of lighting products in China. We design, develop, produce, market and sell a variety of lighting products, with a strong focus on energy-saving products.

Chongqing Enlin is a company incorporated in the PRC and is owned as to 99% by Huizhou Enlin Electronics Co., Ltd.* (惠州恩林電器有限公司) in which Ms. Chen Min, Mr. Wu’s mother in law, holds a 36.2% equity interest. Accordingly, Chongqing Enlin is an associate of

Mr. Wu under the Listing Rules and a connected person of the Company. Chongqing Enlin is principally engaged in the design, development, production, marketing and sale of ancillary products and components such as lighting switches.

DEFINITIONS

“associate”	has the meaning given to it under the Listing Rules
“Board”	the board of directors of the Company
“China” or “PRC”	the People’s Republic of China, which for the purpose of this announcement, shall not include Hong Kong Special Administrative Region of the PRC, Macau Special Administrative Region of the PRC and Taiwan
“Chongqing Enlin”	Chongqing Enlin Electronics Co., Ltd.* (重慶恩林電器有限公司), a limited liability company incorporated in the PRC
“Company”	NVC Lighting Holding Limited
“connected person(s)”	has the meaning given to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Mr. Wu”	Mr. Wu Changjiang, who is a substantial shareholder and the chief executive officer of the Company, and when the Agreement was entered into, was a substantial shareholder and a director of the Company
“Percentage Ratios”	shall have the meaning given to it under Chapter 14 of Listing Rules
“substantial shareholder”	has the meaning given to it under the Listing Rules
“US\$”	United States dollars, the lawful currency of the United States
“we”, “us” or “our”	Our Company or our Group (as the context may require)
%	per cent

** denotes English translation of the name of a Chinese company or entity and is provided for identification purposes only*

By Order of the Board
NVC Lighting Holding Limited
Yan Andrew Y
Chairman

Hong Kong, 20 March 2013

As at the date of this announcement, the Board consists of the following directors:

Executive Directors:

MU Yu

Non-executive Directors:

YAN Andrew Y

LIN Ho-Ping

ZHU Hai

Wang Donglei

Independent Non-executive Directors:

WANG Jinsui

YUNG Tse Kwong, Steven

LEE Kong Wai, Conway