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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)

ANNOUNCEMENT

CONNECTED TRANSACTION

THE GUARANTEE

Reference is made to the announcement of the Company dated 6 July 2015, in relation to a complaint issued by a bank in the Chongqing First Intermediate People's Court. The complaint alleges (among other things) that NVC China has entered into a Guarantee with the Bank, and is liable as a guarantor for certain obligations of En Wei Xi owed to the Bank.

The Company has recently obtained a copy of the Guarantee, and is making this update announcement in relation to the Guarantee, the provision of which could be a connected transaction of the Company.

LISTING RULES IMPLICATIONS

As Mr Wu Changjiang was a Director of the Company at the time the Guarantee was entered into, and he was also a director in the last 12 months, he and his associates were at the material time, and are therefore, connected persons of the Company under Chapter 14A of the Listing Rules.

En Wei Xi appears to be owned as to 40% by Mr Wu Xianming, Mr Wu Changjiang's father-in-law. As a result, En Wei Xi is an associate of Mr Wu Changjiang and accordingly a connected person of the Company under the Listing Rules.

Accordingly, in the event that the Guarantee were to be determined to be legally valid, the provision of such a guarantee for the benefit of En Wei Xi would constitute financial assistance by the Company to a connected person and would hence be a connected transaction of the Company under Chapter 14A.24(4) of the Listing Rules.

In addition, as the purported guarantees under the Guarantee and the BOC Guarantee appear to have been provided within a 12-month period and both purported guarantees provided financial assistance to En Wei Xi in relation to its obligations under certain loan agreements entered into with relevant PRC banks, the purported guarantees under the Guarantee and the BOC Guarantee may be aggregated pursuant to Rule

14A.81 of the Listing Rules in the event that both of the Guarantee and the BOC Guarantee were determined to be legally valid.

As each of the applicable percentage ratios in respect of the provision of the purported guarantees under the Guarantee and the BOC Guarantee on an aggregate basis is more than 0.1% but less than 5%, the transaction under the Guarantee could potentially be subject to the reporting, announcement and annual review requirements, but exempted from the independent shareholders' approval requirement, under Chapter 14A of the Listing Rules.

THE GUARANTEE

Principal Terms of the Guarantee

Date of the Agreement: Signed on 16 October 2013

Parties: NVC China and the Bank

Guarantee: Pursuant to the Guarantee, NVC China purportedly agreed to guarantee En Wei Xi's obligations under all agreements entered into by En Wei Xi and the Bank during the period from 16 October 2013 to 15 October 2014, up to RMB35,500,000.

The Board's view on the Guarantee

The Company has recently obtained a copy of the Guarantee from the Chongqing First Intermediate People's Court. The Guarantee was apparently entered into by Mr Wu Changjiang, purportedly on behalf of NVC China, to guarantee certain obligations of En Wei Xi owed to the Bank. The Company has recently also obtained from the Chongqing First Intermediate People's Court a copy of a contract made between En Wei Xi and the Bank, which was entered into on 16 October 2013. The contract provides for financing from the Bank to En Wei Xi for an amount of up to RMB 35,500,000, effective from 16 October 2013 to 15 October 2014.

As stated in the announcement dated 6 July 2015, the Board was not previously aware of the Guarantee, nor of NVC China's purported granting of the Guarantee. Accordingly, the Board is not presently aware of a fair and reasonable justification for the purported entering into of the Guarantee, nor has Mr Wu Changjiang provided the Board with a proper explanation which indicates that the Guarantee is in the interests of the Company or its shareholders as a whole.

The Company is obtaining legal advice in relation to the implications of the Guarantee, including as to its legal validity. In addition, the Company is resisting the proceedings brought by the Bank before the Chongqing First Intermediate People's Court to enforce the terms of the purported Guarantee.

In the event that the Guarantee were determined to be legally valid, the guarantee that

NVC China purportedly agreed to provide, as security for the obligations of En Wei Xi to the Bank, would constitute a connected transaction of the Company under the Listing Rules.

INFORMATION ON THE COMPANY AND THE COUNTERPARTIES

The Company is a leading supplier of lighting products in China. It designs, develops, produces, markets and sells a variety of lighting products, with a strong focus on energy-saving products.

NVC China is incorporated in the PRC and is a wholly-owned subsidiary of the Company. NVC China is principally engaged in research, development, production and sales of lighting lamps, luminaire products, kitchen, bathroom and other household appliances, LED products, series of application and explosion-proof lamps and appliances as well as relevant accessories, comprehensive wiring and network equipment, etc.

En Wei Xi is incorporated in the PRC and appears to be owned as to 40% by Mr Wu Xianming, Mr Wu Changjiang's father-in-law. As a result, En Wei Xi is an associate of Mr Wu Changjiang and accordingly a connected person of the Company under the Listing Rules. En Wei Xi is principally engaged in the production and sale of HID street lights, LED street lights and street lamp posts.

LISTING RULES IMPLICATIONS

As Mr Wu Changjiang was a Director of the Company at the time the Guarantee was entered into, and he was also a director in the last 12 months, he and his associates were at the material time, and are therefore, connected persons of the Company under Chapter 14A of the Listing Rules. Accordingly, in the event that the Guarantee were determined to be legally valid, the provision of such a guarantee for the benefit of En Wei Xi would constitute financial assistance by the Company to a connected person and would hence be a connected transaction of the Company under Chapter 14A.24(4) of the Listing Rules.

In addition, as the purported guarantees under the Guarantee and the BOC Guarantee appear to have been provided within a 12-month period and both purported guarantees provided financial assistance to En Wei Xi in relation to its obligations under certain loan agreements entered into with relevant PRC banks, the purported guarantees under the Guarantee and the BOC Guarantee may be aggregated pursuant to Rule 14A.81 of the Listing Rules in the event that both of the Guarantee and the BOC Guarantee were determined to be legally valid.

As each of the applicable percentage ratios in respect of the provision of the purported guarantees under the Guarantee and the BOC Guarantee on an aggregate basis is more than 0.1% but less than 5%, the transaction under the Guarantee could potentially be subject to the reporting, announcement and annual review requirements, but exempted from the independent shareholders' approval requirement, under Chapter 14A of the Listing Rules.

DEFINITIONS

“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Bank”	Guangdong Nan Yue Bank Chongqing Shapingba branch* (廣東南粵銀行股份有限公司重慶沙坪壩支行)
“Board”	the current board of Directors
“BOC Guarantee”	a purported guarantee agreement dated 29 November 2013, apparently entered into by Mr Wu Changjiang, purportedly on behalf of NVC China, further details of which are set out in the announcement of the Company dated 8 October 2014
“China” or “PRC”	the People’s Republic of China, which for the purpose of this announcement, shall not include Hong Kong Special Administrative Region, Macau Special Administrative Region or Taiwan
“Company”	NVC Lighting Holding Limited
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“En Wei Xi”	Chongqing En Wei Xi Industrial Development Co., Ltd.* (重慶恩緯西實業發展有限公司), a limited liability company incorporated in the PRC
“Guarantee”	a purported guarantee agreement dated 16 October 2013, apparently entered into by Mr Wu Changjiang, purportedly on behalf of NVC China
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“NVC China”	NVC Lighting (China) Co., Ltd. (under its former name 重慶雷士事業有限公司), a limited liability company incorporated in the PRC and a wholly-owned subsidiary of the Company
“RMB”	Renminbi, the lawful currency of the PRC

** 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
Wang Donglei
Chairman

Hong Kong, 13 August 2015

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

Executive Directors:

WANG Donglei
WANG Dongming
XIAO Yu
XIONG Jie

Non-executive Directors:

LIN Ho-Ping
ZHU Hai
LI Wei

Independent Non-executive Directors:

LEE Kong Wai, Conway
WU Ling
WANG Xuexian
WEI Hongxiong