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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 TRANSACTIONS

THE COUNTER GUARANTEE AGREEMENTS

The Board refers to the announcement of the Company dated 14 May 2015 and the Company's 2014 annual report, describing (among other things) eight Letters of Counter Guarantee issued by Wu Ji, pursuant to which Wu Ji provided counter guarantees to NVC China in respect of its potential losses arising from the Pledge and Guarantee Agreements.

LISTING RULES IMPLICATIONS

Mr. Wu Changjiang was a Director at the time when the Letters of Counter Guarantee were issued, and he was also a Director within the past 12 months. As a result, Mr. Wu Changjiang and his associates were at the material time, and are, connected persons of the Company under Chapter 14A of the Listing Rules. Wu Ji is incorporated in the PRC. Although the Company is currently unable to confirm this, it has reason to believe that Wu Ji may be an associate of Mr. Wu Changjiang, and accordingly, may potentially be a connected person of the Company. If Wu Ji is a connected person of the Company, then the Letters of Counter Guarantee may constitute the receipt by the Company of financial assistance from a connected person, and may therefore be connected transactions of the Company. At present, the Company is unable to confirm the foregoing. Nonetheless, and even though the Company has previously already announced the existence of the Letters of Counter Guarantee, it is issuing this announcement as a precautionary act, in the event it is later confirmed that the Letters of Counter Guarantee are connected transactions under Chapter 14A of the Listing Rules.

THE LETTERS OF COUNTER GUARANTEE

Principal Terms of the Letters of Counter Guarantee

Date: Copies of two of the Letters of Counter Guarantee do not show any date.

The dates of the other Letters of Counter Guarantee are:

24 September 2013; 4 December 2013; 31 December 2013; 17 June 2014; 18 June 2014; and 18 July 2014.

Party: Wu Ji

Counter Guarantees: Pursuant to eight irrevocable letters of counter guarantee, Wu Ji provided counter guarantees to NVC China to compensate it for certain losses arising from certain of the Pledge and Guarantee Agreements in connection with the loans described below:

(a) counter guarantee in the sum of RMB 20 million, in connection with a loan of the same amount from Minsheng Bank to Wu Ji;

(b) counter guarantee in the sum of RMB 118.2 million, in connection with several loans totaling the same amount from Minsheng Bank to Lei Li Jie;

(c) counter guarantee in the sum of RMB 28 million, in connection with a loan of the same amount from Minsheng Bank to Hua Biao;

(d) counter guarantee in the sum of RMB 84.6 million, in connection with a loan of the same amount from BOC to Lei Li Jie;

(e) counter guarantee in the sum of RMB 30 million, in connection with a loan of the same amount from ICBC to Lei Li Jie;

(f) counter guarantee in the sum of RMB 100 million, in connection with a loan of the same amount from ICBC to Hua Biao;

(g) counter guarantee in the sum of RMB 100 million, in connection with a loan of the same amount from ICBC to Jiang Te; and

(h) counter guarantee in the sum of RMB 69 million, in connection with a loan of the same amount from BOC to Lei

Li Jie.

The Board's view on the Letters of Counter Guarantee

The Board only became aware of the executed Letters of Counter Guarantees shortly before its announcement dated 14 May 2015. The Letters of Counter Guarantee relate to a number of Pledge and Guarantee Agreements, entered into by Mr. Wu Changjiang, purportedly on behalf of the Company. The Board was not previously aware of NVC China's purported entering into of the Pledge and Guarantee Agreements, and is obtaining legal advice in relation to their implications.

The Board is also not presently aware of a fair and reasonable justification for the Letters of Counter Guarantee and/or the Pledge and Guarantee Agreements, nor has Mr. Wu Changjiang provided the Board with a proper explanation which indicates that these letters and agreements are in the interests of the Company or its shareholders as a whole. Nonetheless, the Board notes that the Letters of Counter Guarantees have apparently been granted in return for the purported Pledge and Guarantee Agreements entered into by the Company in relation to the various loans mentioned above.

The Letters of Counter Guarantee are currently referred to in ongoing litigation in the PRC involving NVC China, and the Board notes that the court has not yet made a determination in relation their legal validity and enforceability.

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 was 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.

Wu Ji is incorporated in the PRC. At the time when the Letters of Counter Guarantee were issued, it is believed that Wu Ji's sole executive director and legal representative was Ms. Wu Lian, the wife of Mr Wu Changjiang. Although the Company is currently unable to confirm this, it has reason to believe that Wu Ji may be an associate of Mr. Wu Changjiang, and accordingly, may potentially be a connected person of the Company.

LISTING RULES IMPLICATIONS

Mr. Wu Changjiang was a Director at the time the Letters of Counter Guarantee were issued, and he was also a Director within the past 12 months. As a result, Mr. Wu Changjiang and his associates were at the material time, and are, connected persons of the Company under Chapter 14A of the Listing Rules. At the time when the Letters of Counter Guarantee were issued, it is believed that Wu Ji's sole executive director and legal representative was Ms. Wu Lian, the wife of Mr Wu Changjiang. Although the Company is currently unable to confirm this, it has reason to believe that Wu Ji may be an associate of Mr. Wu Changjiang, and accordingly, may potentially be a connected person of the Company.

If Wu Ji is a connected person of the Company, then the Letters of Counter Guarantee may constitute the receipt by the Company of financial assistance from a connected person, and may therefore be connected transactions of the Company. At present, the Company is unable to confirm the foregoing. Nonetheless, and even though the Company has previously already announced the existence of the Letters of Counter Guarantee, it is issuing this announcement as a precautionary act, in the event it is later confirmed that the Letters of Counter Guarantee are connected transactions under Chapter 14A of the Listing Rules.

As the highest of the applicable percentage ratios in respect of the receipt of the counter guarantees under the Letters of Counter Guarantee is more than 5%, if Wu Ji is a connected person of the Company, the transactions under the Letters of Counter Guarantee could potentially be subject to the reporting, announcement, annual review and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

DEFINITIONS

“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“BOC”	Bank of China Chongqing Da Du Kou sub-branch
“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
“Hua Biao”	Chongqing Hua Biao Lighting Manufacturing Co., Ltd.* (重慶華標燈具製造有限公司), a limited liability company incorporated in the PRC
“ICBC”	Industrial and Commercial Bank of China Chongqing Nanping sub-branch
“Jiang Te”	Chongqing Jiang Te Surface Processing Co., Ltd.* (重慶江特表面處理有限公司), a limited liability company incorporated in the PRC
“Lei Li Jie”	Chongqing Lei Li Jie Industrial Development Co., Ltd.* (重慶雷立捷實業發展有限公司), a limited liability company incorporated in the PRC
“Letters of Counter Guarantee”	eight Letters of Counter Guarantee issued by Wu Ji, pursuant to which Wu Ji provided counter guarantees to NVC China in respect of its potential losses arising from the Pledge and Guarantee Agreements
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Minsheng Bank”	China Minsheng Bank Chongqing branch
“NVC China”	NVC Lighting (China) Co., Ltd.* (雷士照明(中國)有限公司), a limited liability company incorporated in the PRC and a wholly-owned subsidiary of the Company
“Pledge and Guarantee Agreements”	A series of pledge and guarantee agreements entered into by Mr. Wu Changjiang purported on behalf of NVC China with relevant PRC banks – see Company’s announcements dated 10 September 2014 and 6 November 2014.
“RMB”	Renminbi, the lawful currency of the PRC
“Wu Ji”	Chongqing Wu Ji Real Estate Development Co., Ltd. * (重慶無極房地產開發有限公司), a limited liability

company incorporated in 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, 2 September 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