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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**

#### **IN RELATION TO PURCHASE OF EQUIPMENT**

##### **PURCHASE OF EQUIPMENT**

On 12 April 2016, the Purchasers, two wholly-owned subsidiaries of the Company, entered into the Agreement I and Agreement II with the Vendors, pursuant to which the Purchasers conditionally agree to purchase and the Vendors conditionally agree to sell the Equipment at the consideration in accordance with the terms and conditions of the Agreement I and Agreement II, respectively.

##### **LISTING RULES IMPLICATIONS**

As at the date of this announcement, the Vendors are subsidiaries of ETIC, a substantial shareholder of the Company holding approximately 27.03% of the Company's share capital, and are therefore connected persons of the Company under Chapter 14A of the Listing Rules. Accordingly, the transactions between the Group and Vendors constitute connected transactions of the Company under the Listing Rules.

Pursuant to Rule 14A.81 of the Listing Rules, the purchase under the Agreement I and Agreement II should be aggregated so that the two transactions were treated as if they were one transaction. Since one or more of applicable percentage ratios for the transactions under the Agreement I and Agreement II are more than 0.1% but less than 5% under the Listing Rules, these transactions are subject to the reporting and announcement requirements under the Listing Rules.

##### **PURCHASE OF EQUIPMENT**

On 12 April 2016, the Purchasers, two wholly-owned subsidiaries of the Company, entered into the Agreement I and Agreement II with the Vendors, pursuant to which the Purchasers conditionally agree to purchase and the Vendors conditionally agree to

sell the Equipment at the consideration in accordance with the terms and conditions of the Agreement I and Agreement II, respectively.

## **AGREEMENT I**

### **(1) Date**

12 April 2016

### **(2) Parties**

Purchaser: Huizhou NVC, a wholly-owned subsidiary of the Company

Vender: Wuhu Sanyi Lighting Co., Ltd., a subsidiary of ETIC

### **(3) Assets to Be Purchased**

Pursuant to the Agreement I, the purchaser conditionally agrees to purchase, and the vender conditionally agrees to sell, the Equipment I.

### **(4) Consideration and Payment**

The consideration for the Equipment I payable by the purchaser to the vendor was determined to be RMB45,000, 30% of which shall be settled by telegraphic transfer within 5 business days following the effective date of the Agreement I and the remaining 70% shall be settled by telegraphic transfer upon installation and acceptance of the Equipment I.

The consideration was determined after arm's length negotiations between the vendor and the purchaser and on normal commercial terms, with reference to the net book value of the Equipment.

Having considered the above, the Directors are of the view that the consideration of Agreement I is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## **AGREEMENT II**

### **(1) Date**

12 April 2016

### **(2) Parties**

Purchaser: Chongqing NVC Lighting Co., Ltd., a wholly-owned subsidiary of the Company

Vender: Huizhou Thorled-Opto Co., Ltd., a subsidiary of ETIC

### **(3) Assets to Be Purchased**

Pursuant to the Agreement II, the purchaser conditionally agrees to purchase, and the vendor conditionally agrees to sell, the Equipment II.

#### **(4) Consideration and Payment**

The consideration of the Equipment II is determined to be RMB3,734,780.25, payable by the purchaser to the vendor within 30 business days following the installation and acceptance of the Equipment II after the Agreement II comes into effect.

The consideration was determined after arm's length negotiations between the vendor and the purchaser and on normal commercial terms, with reference to the net book value of the Equipment.

Having considered the above, the Directors are of the view that the consideration of Agreement II is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

### **INFORMATION ON THE PARTIES**

#### **The Company**

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.

#### **Huizhou NVC**

Huizhou NVC is a company incorporated in the PRC with limited liability, which is mainly 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. As of the date of this announcement, Huizhou NVC is a wholly-owned subsidiary of the Company.

#### **Wuhu Sanyi Lighting Co., Ltd.**

Wuhu Sanyi Lighting Co., Ltd. is a company incorporated in the PRC with limited liability, which is engaged in the development, production, sales, trade and technical consulting of semiconductor LED lighting products, LED decorative lamps and their spare parts, the development and production of the controller and software of the above products, the design and manufacture of moulds for the above products, and self-operation and agency of good and technology import and export business, except the import and export of goods and technology restricted and prohibited by the government. As of the date of this announcement, Wuhu Sanyi Lighting Co., Ltd. is a subsidiary of ETIC.

#### **Chongqing NVC**

Chongqing NVC is a wholly foreign-owned enterprise with limited liability incorporated in the PRC, and is a wholly-owned subsidiary of the Company as of the date of this announcement. Chongqing NVC is principally engaged in research, development, production and sales of lighting lamps, luminaire products, kitchen, bathroom and other household appliances, LED products, etc., and related technical services.

#### **Huizhou Thorled-Opto Co., Ltd.**

Huizhou Thorled-Opto Co., Ltd. is a company incorporated in the PRC with limited liability, which is mainly engaged in the development, production, sales and technical consulting of series of capsulation products such as lighting-emitting diode, emitting and receiving tube and nixie tube. As of the date of this announcement, Huizhou Thorled-Opto Co., Ltd. is a subsidiary of ETIC.

#### **REASONS FOR AND BENEFITS OF THE TRANSACTION**

The Directors (including Independent Non-executive Directors) considered that the purchase under the Agreement I and Agreement II is beneficial for the Group given the demand for the Equipment by the Purchasers for the use in their ordinary course of business and the consideration for the Equipment is considered competitive in the industry.

In view of the above, the Directors consider that the terms of the Agreement I and Agreement II are on normal commercial terms and in the ordinary and usual course of business of the Company and are fair and reasonable and in the interests of the Company and the Shareholders of the Company as a whole.

Mr. Wang Donglei, who concurrently serves as a Director of the Company and a director of ETIC, and Mr. Wang Dongming, the brother of Mr. Wang Donglei and a Director of the Company, are deemed to have a material interest in the connected transactions between the Group and ETIC and its subsidiaries and have abstained from voting on the Board resolutions in relation to the transactions under the Agreement I and Agreement II.

#### **LISTING RULES IMPLICATIONS**

As at the date of this announcement, the Vendors are subsidiaries of ETIC, a substantial shareholder of the Company holding approximately 27.03% of the Company's share capital, and are therefore connected persons of the Company under Chapter 14A of the Listing Rules. Accordingly, the transactions between the Group and Vendors constitute connected transactions of the Company under the Listing Rules.

Pursuant to Rule 14A.81 of the Listing Rules, the purchase under Agreement I and Agreement II should be aggregated so that the two transactions were treated as if they were one transaction. Since one or more of applicable percentage ratios for the Agreement I and Agreement II under the Listing Rules are more than 0.1% but less than 5%, the transactions under the Agreement I and Agreement II are subject to the

reporting and announcement requirements under the Listing Rules.

## **Definitions**

In this announcement, unless otherwise defined, the following terms shall have the following meanings:

“Agreement I”	the equipment purchase agreement, pursuant to which Huizhou NVC agrees to purchase and Wuhu Sanyi Lighting Co., Ltd. agrees to sell Equipment I
“Agreement II”	the equipment purchase agreement, pursuant to which Chongqing NVC agrees to purchase and Huizhou Thorled-Opto Co., Ltd. agrees to sell Equipment II
“Board”	the board of directors of the Company
“Chongqing NVC”	Chongqing NVC Lighting Co., Ltd.* (重慶雷士照明有限公司), a wholly foreign-owned enterprise with limited liability incorporated in the PRC and a wholly-owned subsidiary of the Company
“Company”	NVC Lighting Holding Limited, a company incorporated in the British Virgin Islands on 2 March 2006 and subsequently redomiciled to the Cayman Islands on 30 March 2010 as an exempted company with limited liability under the laws of the Cayman Islands
“Director(s)”	the director(s) of the Company
“ETIC”	Elec-Tech International Co., Ltd.* (廣東德豪潤達電氣股份有限公司), a PRC incorporated company which is currently listed on the Shenzhen Stock Exchange and a substantial shareholder of the Company
“Equipment”	Equipment I and Equipment II
“Equipment I”	ten ageing vehicles
“Equipment II”	equipment used for chip workshops
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

“Huizhou NVC”	Huizhou NVC Lighting Technology Co., Ltd.* (惠州雷士光电科技有限公司), a wholly-owned subsidiary of the Group
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Purchasers”	Huizhou NVC and Chongqing NVC
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vendor”	Wuhu Sanyi Lighting Co., Ltd.* (芜湖三颐照明有限公司) and Huizhou Thorled-Opto Co., Ltd.* (惠州雷通光电器件有限公司)

*\* 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, 12 April 2016

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