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**NVC 雷士照明**  
**NVC LIGHTING HOLDING LIMITED**  
**雷士照明控股有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock code: 2222)**

**DISCLOSEABLE TRANSACTION  
IN RELATION TO THE ACQUISITION OF PROPERTIES**

The Board announces that, on 7 June 2017, Huizhou NVC, a wholly-owned subsidiary of the Company, has entered into the Purchase Agreement with the Vendor, pursuant to which Huizhou NVC has agreed to acquire, and the Vendor has agreed to sell, the Properties at a cash consideration of RMB345,000,000.

As one or more of the applicable Percentage Ratios calculated in respect of the Acquisition under the Purchase Agreement are more than 5% but less than 25%, the Acquisition is a discloseable transaction for the Company and is subject to the reporting and announcement requirements, but is exempted from the shareholders' approval requirement under Chapter 14 of the Listing Rules.

**BACKGROUND INFORMATION**

The Board announces that, on 7 June 2017, Huizhou NVC, a wholly-owned subsidiary of the Company, has entered into the Purchase Agreement with the Vendor, pursuant to which Huizhou NVC has agreed to acquire, and the Vendor has agreed to sell, the Properties at a cash consideration of RMB345,000,000.

**PURCHASE AGREEMENT**

The principal terms of the Purchase Agreement are set out as below:

Date	7 June 2017
Parties	Huizhou NVC (as the Purchaser); and Zhuhai Ruiheng Investment Co., Ltd. (as the Vendor)
Properties	the office buildings, business exhibition rooms and underground parking spaces situated at Tangjia Qinglv North Road, Xiangzhou District, Zhuhai, the PRC
Consideration	RMB345,000,000

- Payment Terms      The Consideration for the sale and purchase of the Properties shall be RMB345,000,000 payable in cash by Huizhou NVC to the Vendor in the following manner:
- (i) RMB172,500,000 to be paid within 5 days upon signing of the Purchase Agreement;
  - (ii) RMB103,500,000 to be paid within 10 days upon signing of the Purchase Agreement;
  - (iii) RMB34,500,000 to be paid upon the completion of capping of the main body of construction; and
  - (iv) the remaining balance of the Consideration (RMB34,500,000) to be paid upon the acceptance by the competent property registration authority of the ownership registration of the Properties under the Purchase Agreement and the payment should be made before the submission of the ownership registration.

The cash consideration for the Acquisition was arrived at after arm's length negotiations between Huizhou NVC and the Vendor and by reference to the prevailing market value of similar properties in the nearby areas. The Acquisition will be financed by internal resources of the Group.

- Guarantee      Upon the advance payment of RMB276,000,000 by Huizhou NVC to the Vendor, the Vendor undertakes to pledge the land corresponding to the Properties to Huizhou NVC to guarantee the timely completion and delivery of the Properties under the Purchase Agreement.

- Delivery      The Vendor should deliver the completed Properties to Huizhou NVC within 24 months upon the approval by the competent authorities of the planning and design project.

## **INFORMATION OF THE PROPERTIES**

The review and approval of the planning and design of the Properties have been completed. The Properties will comprise (i) office buildings has a total floor area of approximately 15,000 square meters; (ii) business exhibition rooms have a total floor area of approximately 15,000 square meters; and (iii) underground car parking spaces have a total floor area of approximately 10,000 square meters. The Group intends to use the office buildings, business exhibition rooms and car parking spaces comprised in the Properties for office purposes.

## **REASONS FOR AND BENEFITS OF THE PURCHASE AGREEMENT**

The Group intends to use the Properties as the office for key businesses of the Group such as household lighting business upon the completion of the Acquisition. The Board considers that the Acquisition will meet the Group's rapid business development demand, achieve rental savings and enable effective appreciation of the assets of the Group.

On the above basis, the Board is of the view that the terms of the Purchase Agreement and the Acquisition are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## **INFORMATION OF 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 and application, series of explosion-proof lamps, 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.

### **The Vendor**

Zhuhai Ruiheng Investment Co., Ltd. is a company incorporated in the PRC with limited liability, which is mainly engaged in industrial investment, investment management and corporate planning and management. To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, Zhuhai Ruiheng Investment Co., Ltd. and its ultimate beneficial owner are independent third parties of the Company and its connected persons.

## **LISTING RULES IMPLICATIONS**

As one or more of the applicable Percentage Ratios calculated in respect of the Acquisition under the Purchase Agreement is more than 5% but less than 25%, the Acquisition is a discloseable transaction for the Company and is subject to the reporting and announcement requirements, but is exempted from the shareholders' approval requirement under Chapter 14 of the Listing Rules.

## **DEFINITIONS**

“Acquisition”	the acquisition of the Properties by Huizhou NVC from the Vendor pursuant to the Purchase Agreement
“Board”	the board of directors of the Company
“Company”	NVC Lighting Holding Limited (雷士照明控股有限公司), 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. The issued Shares of the Company are listed on the main board of the The Stock Exchange of Hong Kong Limited
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules

“Consideration”	the total consideration of RMB345,000,000 for the Acquisition
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Huizhou NVC”	Huizhou NVC Lighting Technology Co., Ltd.* (惠州雷士光電科技有限公司), a company incorporated in the PRC with limited liability and a wholly-owned subsidiary of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Percentage Ratios”	has the meaning ascribed to it under Chapter 14 of the Listing Rules
“PRC”	the People’s Republic of China
“Properties”	the office buildings, business exhibition rooms and underground parking spaces situated at Tangjia Qinglv North Road, Xiangzhou District, Zhuhai, the PRC
“Purchase Agreement”	the agreement entered into between Huizhou NVC and the Vendor in respect of the Acquisition on 7 June 2017
“RMB”	Renminbi, the lawful currency of the People’s Republic of China
“Share”	ordinary share(s) of US\$0.0000001 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vendor”	Zhuhai Ruiheng Investment Co., Ltd.*, a company incorporated in the PRC with limited liability
“%”	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**  
**WANG Donglei**  
*Chairman*

Hong Kong, 7 June 2017

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

*Executive Directors:*

WANG Donglei

WANG Dongming

XIAO Yu

WANG Keven Dun

*Non-executive Directors:*

LI Huating

LI Wei

YANG Jianwen

*Independent Non-executive Directors:*

LEE Kong Wai, Conway

WANG Xuexian

WEI Hongxiong

SU Ling