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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in NVC Lighting Holding Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**(1) PROPOSED AMENDMENTS
TO THE TERMS AND CONDITIONS OF THE CONVERTIBLE BONDS
AND
(2) NOTICE OF EGM**

A notice convening the extraordinary general meeting of NVC Lighting Holding Limited to be held at Room C3, Admiralty Conference Centre, 1804, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 15 June 2018 at 10:00 a.m. is set out on pages 10 to 11 of this circular. A form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.nvc-lighting.com.cn>).

Whether or not you are able to attend the EGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM (i.e. not later than 10:00 a.m. on Wednesday, 13 June 2018). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM if they so wish.

References to time and dates of this circular are to Hong Kong time and dates.

28 May 2018

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Amendment Deed”	the form of amendment deed approved by the Bondholder’s Resolution on 4 May 2018
“Board”	the board of Directors
“Bondholder”	holder of the Convertible Bonds
“Bondholder’s Resolution”	the written resolution executed by the Investor on 4 May 2018 to approve the Amendment Deed
“Company” or “We”	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 Shares of the Company are listed on the main board of the Stock Exchange
“Conditions Precedent”	the conditions precedent for the execution of the Amendment Deed by the Company
“connected person”	has the same meaning ascribed to it under the Listing Rules
“Conversion Share(s)”	the new Shares to be allotted and issued by the Company upon exercise of the conversion rights attaching to the Convertible Bonds
“Convertible Bonds”	the convertible bonds in the aggregate principal amount of HK\$500,000,000 issued by the Company to the Bondholder on the Issue Date
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Shareholders to consider and, if thought fit, approve, among other things, the Amendment Deed and the Proposed Amendments contemplated thereunder
“Group”	the Company and its subsidiaries

DEFINITIONS

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Investor”	Guoyuan Investment Fund Series SPC (acting on behalf of Guoyuan Global Income Fund Segregated Portfolio)
“Issue Date”	7 June 2016, being the date that the Convertible Bonds were issued to the Bondholder
“Latest Practicable Date”	24 May 2018, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, Macau Special Administrative Region and Taiwan
“Proposed Amendments”	the proposed amendments to the terms and conditions of the Convertible Bonds pursuant to the terms of the Amendment Deed
“Share(s)”	ordinary share(s) of US\$0.0000001 each in the issued capital of the Company or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Shareholder(s)”	registered holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD

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)

Executive Directors:

WANG Donglei
WANG Dongming
XIAO Yu
WANG Keven Dun

Registered Office:

Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Non-executive Directors:

LI Huating
LI Wei

Headquarter:

NVC Industrial Park
Ruhu Town
Huizhou City
Guangdong Province
The People's Republic of China

Independent Non-executive Directors:

LEE Kong Wai, Conway
WANG Xuexian
WEI Hongxiong
SU Ling

*Principal Place of Business
in Hong Kong:*

Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

Hong Kong, 28 May 2018

To the Shareholders

Dear Sir/Madam,

**(1) PROPOSED AMENDMENTS
TO THE TERMS AND CONDITIONS OF THE CONVERTIBLE BONDS
AND
(2) NOTICE OF EGM**

1. INTRODUCTION

Reference is made to the announcement of the Company dated 6 May 2018 in relation to the Proposed Amendments. The purpose of this circular is to provide the Shareholders with further information regarding the Amendment Deed and the Proposed Amendments, together with the notice of the EGM.

LETTER FROM THE BOARD

Reference is also made to the announcements of the Company dated 20 May 2016 and 9 June 2016 in relation to, among others, the issue of the Convertible Bonds on 7 June 2016 by the Company in the aggregate principal amount of HK\$500,000,000. The principal terms of the Convertible Bonds were disclosed in the announcement of the Company dated 20 May 2016.

As at the Latest Practicable Date, none of the Convertible Bonds had been redeemed or converted; the outstanding amount of the Convertible Bonds was HK\$500,000,000; and the then current conversion price of the Convertible Bonds was HK\$0.925 per Conversion Share.

2. THE PROPOSED AMENDMENTS

**Proposed
Amendments**

The Company and the Investor have agreed to amend the following terms and conditions of the Convertible Bonds:

- (a) the conversion price, which was originally HK\$0.925 per Conversion Share (as adjusted from time to time), will be amended to HK\$0.77 per Conversion Share (as adjusted from time to time); and
- (b) the maturity date of the Convertible Bonds, which was originally 7 June 2018, will be extended to 7 June 2020.

Save as disclosed above, all the other terms and conditions of the Convertible Bonds shall remain unchanged.

**Conditions
Precedent**

The Amendment Deed and the Proposed Amendments contemplated thereunder are subject to the execution by the Company upon fulfillment of the following Conditions Precedent:

- (a) the Shareholders approving the Amendment Deed and the Proposed Amendments contemplated thereunder at the EGM; and
- (b) the Stock Exchange approving the Proposed Amendments including, among others, the listing on the Stock Exchange of and permission to deal in the Conversion Shares arising from conversion of the Convertible Bonds during the amended conversion period as mentioned above.

LETTER FROM THE BOARD

Ranking

The Conversion Shares, when issued and allotted, shall rank *pari passu* and carry the same rights and privileges in all respect as the Shares in issue on the relevant Registration Date and except that such Shares will not rank for (or, as the case may be, the relevant holder shall not be entitled to receive) any rights, distributions or payments the record or other due date for the establishment of entitlement for which falls prior to the relevant Registration Date.

“**Registration Date**” means the date that the relevant holder of the Conversion Shares is registered as such in the Company’s register of members.

3. ADJUSTED CONVERSION PRICE

The adjusted conversion price of HK\$0.77 per Conversion Share represents:

- (a) a discount of 16.76% to the original conversion price of HK\$0.925 per Conversion Share;
- (b) a discount of 2.53% to the closing price of HK\$0.790 per Share as quoted on the Stock Exchange on 4 May 2018 (the date of the Bondholder’s Resolution);
- (c) a discount of 3.75% to the average closing price of approximately HK\$0.800 per Share as quoted on the Stock Exchange for the last five trading days up to and including 4 May 2018 (the date of the Bondholder’s Resolution);
- (d) a discount of 3.63% to the average closing price of approximately HK\$0.799 per Share as quoted on the Stock Exchange for the last ten trading days up to and including 4 May 2018 (the date of the Bondholder’s Resolution); and
- (e) a discount of 10.47% to the closing price of HK\$0.860 per Share as quoted on the Stock Exchange as at the Latest Practicable Date.

Assuming the conversion rights attaching to the Convertible Bonds are exercised in full at the amended conversion price of HK\$0.77 per Conversion Share and no change in the shareholding structure of the Company, 649,350,649 Conversion Shares will fall to be issued to the Investor, representing approximately 18.13% of the issued capital of the Company as at the Latest Practicable Date and approximately 15.35% of the issued share capital of the Company as enlarged by the allotment and issue of the Conversion Shares.

LETTER FROM THE BOARD

4. EFFECT ON THE SHARE CAPITAL OF THE COMPANY AS A RESULT OF CONVERSION

The table below illustrates the shareholding structure of the Company as at the Latest Practicable Date and upon exercise in full of the conversion rights attaching to the Convertible Bonds at the amended conversion price of HK\$0.77 per Conversion Share on the assumptions that there will be no other change to the share capital of the Company from the Latest Practicable Date until the completion of the conversion of the Convertible Bonds in full:

Name of Shareholders	As at the		Assuming all the outstanding amount of the Convertible Bonds are fully converted into new Shares at the amended Conversion Price of	
	Latest Practicable Date		HK\$0.77 per Conversion Share	
	<i>Number of Shares</i>	<i>% of total issued Shares</i>	<i>Number of Shares</i>	<i>% of total issued Shares</i>
Elec-Tech International (H.K.) Company Limited	870,346,000	24.30	870,346,000	20.57
Schneider Electric Asia Pacific Limited	288,371,000	8.05	288,371,000	6.82
Ye Yong	277,660,000	7.75	277,660,000	6.56
OP Financial Investments Limited	213,887,000	5.97	213,887,000	5.06
Other Public Shareholders	1,931,541,000	53.93	1,931,541,000	45.65
The Investor	–	–	649,350,649	15.35
Total	3,581,805,000	100.00	4,231,155,649	100.00

5. SPECIFIC MANDATE TO ISSUE THE CONVERSION SHARES

Due to the amended conversion price and maturity date of the Convertible Bonds, the Conversion Shares will be allotted and issued under a specific mandate to be sought at the EGM upon exercise of the conversion rights attaching to the Convertible Bonds.

6. REASONS FOR AND BENEFITS OF THE PROPOSED AMENDMENTS

The Proposed Amendments were agreed upon after arm's length negotiations between the Company and the Investor (as the sole Bondholder) with reference to, among others, the financial position, the business development plans and the working capital needs of the Group.

LETTER FROM THE BOARD

The extension of the maturity date of the Convertible Bonds will allow the Company to utilise its financial resources for business development and other potential business opportunities, instead of repayment of the Convertible Bonds within a short period. As disclosed in the announcements of the Company dated 19 March 2018 and 25 April 2018, the Company is in the course of completing two acquisitions and is also exploring further investment opportunities. It is the intention of the Company to reserve adequate financial resources to complete the acquisitions whilst maintaining a healthy capital structure.

Under the original terms and conditions of the Convertible Bonds, the maturity date of 7 June 2018 may be extended to 7 June 2020 if agreed by the Company and the Bondholder in writing at least 30 days before 7 June 2018. After arm's length negotiations between the Company and the Investor, the Investor agreed to extend the maturity date of the Convertible Bonds to 7 June 2020 but only on the condition that the conversion price be adjusted according to the current Share price level. Therefore, an amendment deed was required to effect both the extension of maturity date and the amendment of conversion price. After considering the price range of the Share since the issue of the Convertible Bonds and the recent average closing price of the Shares, the Company and the Investor agreed to amend the conversion price to HK\$0.77 which reflects the current market level of the Share price with a minor discount.

The Company has considered that the lower conversion price could potentially dilute the equity interest of the current Shareholders, but on the other hand, the extension of maturity date would allow the Company to better apply the redemption monies for the Convertible Bonds on the current acquisitions and potential investment opportunities which, in the opinion of the Directors, could increase the profitability of the Company and ultimately benefit the Shareholders.

The Company had considered and explored other fund raising alternatives such as equity fund raising and debt financing to repay the redemption monies of the Convertible Bonds when it becomes due in June 2018. The Company considers that the further extension of the maturity date of the Convertible Bonds is the appropriate option because (i) in relation to equity financing, the Company finds it difficult to attract an interested investor in a short term as the Shares have been traded at a low price level of around HK\$0.80 per Share and the auditors had given a qualified opinion on the financial statements of the Company for the year ended 31 December 2017; (ii) in relation to debt financing, the Company would need to perform a credit rating in order to carry out debt financing exercises. Had such a rating been obtained, the Company expects it to be low given the qualified audit opinion, which would make it hard to obtain financing from banking institutions. If the Company were to obtain debt financing through its onshore subsidiaries, there would be practical difficulties in transferring the funds raised offshore due to PRC foreign exchange control; and (iii) given that the maturity date is imminent, the Company would not be able to secure any equity financing or debt financing in such a short time frame. Therefore, the Company considered the Proposed Amendments to be the only practicable choice given the above factors concerned.

LETTER FROM THE BOARD

As such, the Directors consider that the terms of the Amendment Deed and the Proposed Amendments contemplated thereunder are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

7. INFORMATION ABOUT THE PARTIES

The Company

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

The Investor

The Investor is a segregated investment portfolio company incorporated in Cayman Islands and is principally engaged in investment activities. As at the Latest Practicable Date, the Investor is the sole Bondholder of the Convertible Bonds.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the Latest Practicable Date, the Investor and its ultimate beneficial owner(s) are a third parties independent of the Company and its connected persons.

8. LISTING RULES IMPLICATION

Pursuant to Rule 28.05 of the Listing Rules, any alterations in the terms of convertible debt securities after issue must be approved by the Stock Exchange, except where alterations take effect automatically under the existing terms of such convertible debt securities.

The Company has applied to the Stock Exchange for approval of the Proposed Amendments. An application has also been made by the Company to the Stock Exchange for the grant of the listing of, and the permission to deal in, the Conversion Shares falling to be allotted and issued under the Convertible Bonds (as amended by the Amendment Deed).

9. EGM

The EGM will be convened and held for the Shareholders to consider and, if thought fit, approve the resolutions in relation to the Amendment Deed, the Proposed Amendments contemplated thereunder and the allotment and issue of the Conversion Shares under a specific mandate.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, as at the Latest Practicable Date, none of the Investor or its associates is a Shareholder and no Shareholder has a material interest in the Proposed Amendments, accordingly no Shareholder would be required to abstain from voting in respect of the proposed ordinary resolutions at the EGM.

LETTER FROM THE BOARD

A notice convening the EGM to be held at Room C3, Admiralty Conference Centre, 1804, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 15 June 2018 at 10:00 a.m. is set out on pages 10 to 11 of this circular. A form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.nvc-lighting.com.cn>).

Whether or not Shareholders are able to attend the EGM, they are requested to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM (i.e. not later than 10:00 a.m. on Wednesday, 13 June 2018). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM if they so wish.

10. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

11. RECOMMENDATIONS

The Board considers that the terms of the Amendment Deeds and the Proposed Amendments contemplated thereunder are on normal commercial terms, fair and reasonable and in the interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolutions to be proposed at the EGM to consider and, if thought fit, approve the Amendment Agreement, the Proposed Amendments and the allotment and issue of the Conversion Shares under a specific mandate.

Yours faithfully,
For and on behalf of the Board
NVC Lighting Holding Limited
WANG Donglei
Chairman

NOTICE OF EGM

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)

Notice is hereby given that an extraordinary general meeting (the “**EGM**”) of NVC Lighting Holding Limited (the “**Company**”) will be held at Room C3, Admiralty Conference Centre, 1804, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 15 June 2018 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions:

Capitalised terms used herein without definition shall have the same meanings as in the circular issued by the Company on 28 May 2018, unless the context otherwise requires.

“THAT

- (a) the execution of the Amendment Deed (a copy of which has been produced to the meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification) be and is hereby approved, ratified and confirmed, and all the transactions contemplated thereunder, including the Proposed Amendments, be and are hereby approved, ratified and confirmed;
- (b) subject to the Stock Exchange approving the Proposed Amendments including, among others, the listing on the Stock Exchange of and permission to deal in the Conversion Shares, the Board be and is hereby granted a specific mandate for the allotment and issue of all the Conversion Shares upon exercise of the conversion rights attaching to the Convertible Bonds (as amended by the Amendment Deed); and
- (c) any one Director be and is hereby generally and unconditionally authorised to sign and execute the Amendment Deed and to do all such further acts and things and to sign and execute all such other or further documents (if any) and to take all such steps which in his/her opinion may be necessary, appropriate, desirable or expedient to implement and/or give effects to the transactions contemplated under the Amendment Deed, including but not limited to the execution of any documents or deeds or the affixation of any seal or the issue of any certificate.”

By Order of the Board
NVC Lighting Holding Limited
WANG Donglei
Chairman

Hong Kong, 28 May 2018

NOTICE OF EGM

Notes:

1. All resolutions at the meeting (except those relate purely to the procedural or administrative matters, which should be taken by a show of hands as the chairman of the annual general meeting (the “**Meeting**”) may decide, in good faith) will be taken by a poll pursuant to the Listing Rules and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the above Meeting is entitled to appoint a proxy (or more than one proxy if he/she is the holder of two or more shares) to attend and, on a poll, vote on his/her behalf. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the form of proxy shall specify the number of shares in respect of which each such proxy is so appointed. In case of a poll every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power of attorney or authority, must be deposited at the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Meeting (i.e. not later than 10:00 a.m. on Wednesday, 13 June 2018). Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. The register of members of the Company will be closed from Tuesday, 12 June 2018 to Friday, 15 June 2018 (both dates inclusive), during which periods no transfer of shares will be registered. In order to qualify for attending and voting at the Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration before 4:30 p.m. on Monday, 11 June 2018. Shareholders whose names appear on the register of members of the Company on Friday, 15 June 2018 will be entitled to attend and vote at the Meeting.
5. References to time and dates of this notice are to Hong Kong time and dates.
6. As at the date of this notice, 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

Independent Non-executive Directors:

LEE Kong Wai, Conway
WANG Xuexian
WEI Hongxiang
SU Ling