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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

CONTINUING CONNECTED TRANSACTIONS

TRADEMARK LICENSING AGREEMENT

On 11 June 2013, Huizhou NVC and ETIC entered into a trademark licensing agreement (the *Agreement*), pursuant to which, Huizhou NVC grants ETIC a non-transferrable right to use certain registered trademarks of the Company on ETIC's certain LED lamp products exclusively worldwide, subject to the terms and conditions provided therein.

LISTING RULES IMPLICATIONS

As at the date of this announcement, Huizhou NVC is a wholly owned subsidiary of the Company and ETIC is a substantial shareholder of the Company holding approximately 20.24% of the Company's share capital and is therefore a connected person of the Company. Accordingly the transactions under the Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As each of the applicable Percentage Ratios calculated based on the annual caps set for the annual licensing fee payable by ETIC under the Agreement is more than 0.1% but less than 5%, the transactions under the Agreement are subject to the reporting, announcement and annual review requirements, but are exempted from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

CONTINUING CONNECTED TRANSACTIONS UNDER THE AGREEMENT

Principal Terms of the Agreement

Date of the Agreement: 11 June 2013

Parties: Huizhou NVC and ETIC

Transaction: Pursuant to the Agreement, Huizhou NVC grants ETIC, a non-transferrable right to use certain registered trademarks of the Company, including “NVC” and “雷士”, as well as granting ETIC the right to use the Company’s registered trademark in combination with ETIC’s own brand as “NVCETI” and “雷士德豪” on ETIC’s LED lamp products. The licensing is worldwide but is exclusive only on certain ETIC’s LED lamp products.

Licensing Fee: The trademark licensing fee is agreed based on arm’s length negotiations and is on normal commercial terms. It will be calculated based on the following:

- a) 3% of ETIC’s sales of products using licensed trademarks “NVC” and “雷士”; and
- b) 1% of ETIC’s sales of products using the trademark “NVCETI” and “雷士德豪”.

Notwithstanding the above, under no circumstances shall the annual trademark licensing fee payable by ETIC be lower than RMB8 million. The licensing fee for the previous year will be paid by ETIC prior to 20 February each year.

Term of the Agreement: The term of the Agreement will be three years commencing on the Date of the Agreement.

Proposed Annual Caps

The proposed annual caps for the annual licensing fee payable by ETIC under the Agreement for each of the three years ending 31 December 2013, 2014 and 2015 are RMB16 million, RMB27 million and RMB55 million, respectively. In determining the above annual caps, the Board took into account the expected ETIC’s sales of products using licensed trademarks as well as the expected market conditions and demand of the LED lamp products that ETIC produce.

Reasons for and Benefits of the Agreement

To further promote Company's brand name and to implement Company's strategic development plan for LED products, the Company decided to enter into this Agreement for the production of certain LED lamp products using Company's registered trademarks. ETIC has a well established sales channel for LED lamp products which is complementary to our existing product sales channel. ETIC is a vertically well integrated LED lamp producer and its product quality and price are very competitive in the market. The Board believes that through cooperation with ETIC, the Company's sales and distribution network coverage on LED lamp products will be further extended, which is expected to further improve the Company's operation results.

As such, the Board (including the independent non-executive Directors) considers that the terms of the Agreement are on normal commercial terms and fair and reasonable, and are entered into in the ordinary and usual course of business of the Company and in the interests of the Company and its shareholders as a whole.

Directors' Interests

Mr. Wang Donglei, who concurrently serving as the Director of the Company and the director of ETIC, is deemed to have a material interest in the continuing connected transactions between the Company and ETIC and has abstained from voting on the Board resolutions in relation to the proposed transactions and their annual caps under the Agreement.

INFORMATION OF 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.

Huizhou NVC is a wholly owned subsidiary of the Company. Huizhou NVC is principally engaged in manufacture and sale of lamps, luminaries, lamp transformers, lighting electronic products and other appliances.

ETIC directly and indirectly holds approximately 20.24% of the Company's share capital. Therefore, ETIC is a substantial shareholder and therefore a connected person of the Company under the Listing Rules. ETIC is principally engaged in production and sale of small household appliances and LED products.

LISTING RULES IMPLICATIONS

As at the date of this announcement, ETIC is a substantial shareholder of the Company holding approximately 20.24% of the Company's share capital and is therefore a connected person of the Company under Chapter 14A of the Listing Rules.

Accordingly, the transactions between Huizhou NVC and ETIC constitute continuing connected transactions of the Company under the Listing Rules. As each of the applicable Percentage Ratios calculated based on the annual caps under the Agreement is more than 0.1% but less than 5%, the transactions under the Agreement constitute continuing connected transactions under Rules 14A.34 and are subject to the reporting, announcement and annual review requirements, but are exempted from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

DEFINITIONS

“Board”	the board of directors of the Company
“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 thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“ETIC”	Elec-Tech International Co., Ltd. * (廣東德豪潤達電器股份有限公司), a PRC incorporated company which is currently listed on the Shenzhen Stock Exchange. It is a substantial shareholder of the Company
“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 Company with limited liability incorporated in the PRC
“LED”	light emitting diode, a semiconductor device that emits visible light when an electric current passes through it. The colour of the emitted light depends on the chemical composition of the semi-conducting material used, and can be near-ultraviolet, visible or infrared
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

“Percentage Ratios”	shall have the meaning ascribed to it under Chapter 14 of Listing Rules
“RMB”	the lawful currency of China
“substantial shareholder”	has the meaning ascribed thereto under the Listing Rules
“we”, “us” or “our”	the Company or our group (as the context may require)

** 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, 11 June 2013

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

Executive Director:

MU Yu

Non-executive Directors:

LIN Ho-Ping

ZHU Hai

Wang Donglei

Independent Non-executive Directors:

WANG Jinsui

YUNG Tse Kwong, Steven

LEE Kong Wai, Conway