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**NVC LIGHTING HOLDING LIMITED**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock code: 2222)**

## **ANNOUNCEMENT ON SUPPLEMENTAL AGREEMENT IN RELATION TO EXISTING CONTINUING CONNECTED TRANSACTIONS**

Reference is made to the announcement dated 28 August 2013 (the *Announcement*), in which the Company disclosed, among other things, relevant information with respect to the continuing connected transactions between the Company and ETIC in relation to the ETIC Purchase Agreement and the ETIC Sales Agreement (the *Existing ETIC Agreements*). Unless otherwise defined in this announcement, the capitalized terms shall have the same meaning as those stipulated in the Announcement.

### **SUPPLEMENTAL AGREEMENT**

Pursuant to the ETIC Purchase Agreement, the Company agreed to purchase finished products and raw materials including but not limited to LED chips and LED lamp products from ETIC on a non-exclusive basis. Pursuant to the ETIC Sales Agreement, the Company agreed to sell finished products including but not limited to LED luminaire products to ETIC on a non-exclusive basis.

On 13 May 2015, the Company and ETIC entered into a supplemental agreement to the Existing ETIC Agreements (the *Supplemental Agreement*). Under the Supplemental Agreement, the references to ETIC under the Existing ETIC Agreements have been expanded to cover ETIC and its Affiliates. As a result, with the Supplemental Agreement taking effect, the transactions under the Existing ETIC Agreements will cover the transactions between the Company and ETIC as well as those between the Company and ETIC's Affiliates.

All the other terms of the Existing ETIC Agreements, including the price, term of the agreement and proposed annual caps (set out below) under each of the Existing ETIC Agreements remain the same.

Annual caps under the Existing ETIC Agreements:

For the year ending 31 December (RMB)

|                         | 2013        | 2014        | 2015        |
|-------------------------|-------------|-------------|-------------|
| ETIC Purchase Agreement | 130 million | 170 million | 170 million |
| ETIC Sales Agreement    | 50 million  | 100 million | 100 million |

#### Reasons for and Benefits of the Supplemental Agreement

The Company has a continuous demand for the products provided by ETIC's Affiliates under the ETIC Purchase Agreement and ETIC's Affiliates have a demand for Company's products under the ETIC Sales Agreement. The fees charged/paid by ETIC's Affiliates under each of those agreements are competitive.

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

#### Directors' Interests

Mr. Wang Donglei, who concurrently serving as a Director of the Company and a director of ETIC, and Mr. Wang Dongming, brother of Mr. Wang Donglei and a Director of the Company are deemed to have a material interest in the continuing connected transactions between the Company and ETIC (and its Affiliates) and have abstained from voting on the Board resolutions in relation to the Supplemental 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.

ETIC directly and indirectly holds approximately 27.03% of the Company's share capital. Therefore, ETIC is a substantial shareholder and 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 27.03% 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 the Company and ETIC under the Existing ETIC Agreements constitute continuing connected transactions of the Company under the Listing Rules.

As each of the applicable Percentage Ratios calculated based on the annual caps of

considerations under the Existing ETIC Agreements is more than 0.1% but less than 5%, the transactions under these agreements constitute continuing connected transactions under Rules 14A.76(2) 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

|                           |   |
|---------------------------|---|
| “Affiliate”               | in relation to any party, another entity which is directly or indirectly controlled by or under common control with, or in control of, that party, “ <i>control</i> ” here refers to the ownership of more than 50 percent. of the voting shares or the registered capital of an entity, or the power to appoint or elect a majority of the directors or managers or the power to direct the management of an entity through any other way. In relation to ETIC, the Company shall not be considered an Affiliate of ETIC |
| “Board”                   | the board of Directors  |
| “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. * (廣東德豪潤達電氣股份有限公司), a PRC incorporated company which is currently listed on the Shenzhen Stock Exchange. It is a substantial shareholder of the Company   |
| “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   |
| “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, 13 May 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