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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 TRANSACTION

THE GUARANTEE AGREEMENT

Reference is made to the announcements of the Company dated 18 August and 31 August 2015, in relation to the discovery of a court announcement notifying the commencement of a legal action filed by a finance company in the Chongqing First Intermediate People's Court against Mr Wu Changjiang, NVC China and other individual and entities, and the Company's obtaining of copies of the relevant complaint, the underlying contracts and related documents, including the Guarantee. The complaint alleges (among other things) that NVC China entered into the Guarantee with Tongyi, and is liable as a guarantor for certain obligations of Ms Wu Lian, who is understood to be the spouse of Mr Wu Changjiang, owed to Tongyi. The Company hereby makes this announcement in relation to the Guarantee, which could potentially be a connected transaction of the Company.

LISTING RULES IMPLICATIONS

As Mr Wu Changjiang was a Director at the time the Guarantee was entered into, he and his associates were, at the material time, connected persons of the Company under Chapter 14A of the Listing Rules.

Ms Wu Lian, as Mr Wu Changjiang's spouse, is an associate of Mr Wu Changjiang and accordingly a connected person of the Company under Chapter 14A of the Listing Rules at the material time.

Accordingly, in the event that the Guarantee is determined to be legally valid, the provision of such a guarantee for the benefit of Ms Wu Lian would constitute financial assistance by the Company to a connected person and would therefore be a connected transaction of the Company under Chapter 14A of the Listing Rules.

As each of the applicable percentage ratios in respect of the provision of the purported guarantee under the Guarantee is more than 0.1% but less than 5%, the transaction under the Guarantee could potentially be subject to the reporting, announcement and annual review requirements, but exempted from the independent shareholders'

approval requirement under Chapter 14A of the Listing Rules.

THE GUARANTEE

Principal Terms of the Guarantee

Date of the Agreement:	Signed on 7 August 2014
Parties:	NVC China and Tongyi
Guarantee:	Pursuant to the Guarantee, NVC China purportedly agreed to guarantee Ms Wu Lian's obligations under a loan agreement, with a maximum loan amount of RMB40,000,000.

The Board's view on the Guarantee

The Company has recently obtained a copy of the Guarantee from the Chongqing First Intermediate People's Court. The Guarantee appears to have been entered into by Mr Wu Changjiang, purportedly on behalf of NVC China, to guarantee certain obligations of Ms Wu Lian under a loan agreement, with a maximum loan amount of RMB 40,000,000.

The Company has also obtained from the Chongqing First Intermediate People's Court copies of the relevant loan agreement signed on 8 August 2014 and two related credit utilization agreements signed on 7 August 2014, all of which were entered into between Ms Wu Lian and Tongyi. According to the loan agreement, Tongyi provided Ms Wu Lian with a credit facility with a maximum loan amount of RMB40,000,000, effective from 8 August 2014 to 7 August 2015. According to the two credit utilization agreements, Ms Wu Lian took out two loans under the credit facility in the amount of RMB20,000,000 and RMB14,000,000, respectively.

As stated in the announcements of the Company dated 18 August and 31 August 2015, the Board was not previously aware of the Guarantee, or the underlying loans to Ms Wu Lian, nor of NVC China's purported involvement in this apparent financing arrangement. Accordingly, the Board is not presently aware of a fair and reasonable justification for the purported entering into of the Guarantee, nor has Mr Wu Changjiang provided the Board with a proper explanation which indicates that the Guarantee is in the interests of the Company or its shareholders as a whole.

The Company is obtaining legal advice in relation to the implications of the Guarantee, including as to its legal validity. In addition, the Company is resisting the proceedings brought by Tongyi before the Chongqing First Intermediate People's Court to enforce the terms of the purported Guarantee.

INFORMATION ON 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.

NVC China is incorporated in the PRC and is a wholly-owned subsidiary of the Company. NVC China is principally 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.

Ms Wu Lian is understood to be the spouse of Mr Wu Changjiang. As a result, Ms Wu Lian is an associate of Mr Wu Changjiang and accordingly a connected person of the Company under the Listing Rules at the material time.

LISTING RULES IMPLICATIONS

As Mr Wu Changjiang was a Director of the Company at the time the Guarantee was entered into, he and his associates were, at the material time, connected persons of the Company under Chapter 14A of the Listing Rules. Accordingly, in the event that the Guarantee is determined to be legally valid, the provision of such a guarantee for the benefit of Ms Wu Lian would constitute financial assistance by the Company to a connected person and would therefore be a connected transaction of the Company under Chapter 14A of the Listing Rules.

As each of the applicable percentage ratios in respect of the provision of the purported guarantee under the Guarantee is more than 0.1% but less than 5%, the transaction under the Guarantee could potentially be subject to the reporting, announcement and annual review requirements, but exempted from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

DEFINITIONS

“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the current 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 to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Guarantee”	a purported guarantee agreement dated 7 August 2014, apparently entered into by Mr Wu Changjiang, purportedly on behalf of NVC China

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“NVC China”	NVC Lighting (China) Co., Ltd. * (雷士照明 (中國) 有限公司), a limited liability company incorporated in the PRC and a wholly-owned subsidiary of the Company
“RMB”	Renminbi, the lawful currency of the PRC
“Tongyi”	Chongqing New North Zone Tongyi Micro Loans Co., Ltd* (重慶市北部新區同誼小額貸款有限公司)

** 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, 9 September 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