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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)

CONNECTED TRANSACTION

CAPITAL CONTRIBUTION INTO HUIZHOU THORLED-OPTO CO., LTD.

Reference is made to the announcement of the Company dated 28 August 2013 in relation to the establishment of a joint venture in the PRC. The joint venture, Huizhou Thorled-Opto, is currently held by Huizhou NVC, a wholly-owned subsidiary of the Company, and ETIC as to 49% and 51%, respectively. The registered capital of Huizhou Thorled-Opto is RMB80 million and the paid-in capital of Huizhou Thorled-Opto was RMB48 million before the Capital Contribution. On 18 May 2016, the Board approved Huizhou NVC to contribute a total of RMB8 million into Huizhou Thorled-Opto with ETIC on a pro rata basis. The amount of Capital Contribution to be made by Huizhou NVC and ETIC will be RMB3.92 million and RMB4.08 million, respectively. Since the Capital Contribution is on a pro rata basis, Huizhou Thorled-Opto will remain held as to 49% by Huizhou NVC. Upon completion of the Capital Contribution by its shareholders, the total paid-in capital of Huizhou Thorled-Opto will be increased from RMB48 million to RMB56 million.

LISTING RULES IMPLICATION

ETIC, a substantial shareholder (as defined in the Listing Rules) of the Company, currently holds 27.03% of the issued share capital of the Company and is a connected person (as defined in the Listing Rules) of the Company. Therefore, the Capital Contribution constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules. Since one or more of applicable percentage ratios for the Capital Contribution under the Listing Rules are more than 0.1% but less than 5%, the Capital Contribution is subject to the reporting and announcement requirements but is exempted from the circular, independent financial advice and shareholders' approval requirements under Chapter 14A of the Listing Rules.

CAPITAL CONTRIBUTION

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The summary of the major terms of the Capital Contribution is set out as follows:

Contribution ratio (%)	(a) Huizhou NVC as to 49%
	(b) ETIC as to 51%
Total Contribution amount	RMB8 million
Use of the capital	Investment in fixed assets
Method of contribution	Cash contribution

INFORMATION ON 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.

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.

ETIC

ETIC is a company incorporated in the PRC with limited liability, which is principally engaged in production and sale of small household appliances and LED products. As of the date of this announcement, ETIC directly and indirectly holds approximately

27.03% of the Company's issued share capital. Therefore, ETIC is a substantial shareholder and a connected person of the Company under the Listing Rules.

Huizhou Thorled-Opto

Huizhou Thorled-Opto is a company incorporated in the PRC with limited liability, which is mainly engaged in the development, production, sales and technical consulting of series of capsulation products such as lighting-emitting diode, emitting and receiving tube and nixie tube and their spare and accessory parts. As of the date of this announcement, Huizhou Thorled-Opto is a subsidiary of ETIC.

REASONS FOR AND BENEFITS OF THE CAPITAL CONTRIBUTION

The contributed capital will be used for the investment in fixed assets and enable the business growth of Huizhou Thorled-Opto. The Capital Contribution will further improve the liquidity of funds, debt-paying ability and the capital strength of Huizhou Thorled-Opto to cater for future development and business growth of it. Based on a preliminary estimation, it is expected that upon the Capital Contribution, Huizhou Thorled-Opto can fully perform its functions and improve its operation and management ability which will in turn increase its profitability and ultimately the return on investment of its shareholders.

LISTING RULES IMPLICATION

ETIC is a substantial shareholder (as defined in the Listing Rules) of the Company, holds 27.03% of the issued share capital of the Company, and a connected person (as defined in the Listing Rules) of the Company. Therefore, the Capital Contribution constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules. Since one or more of applicable percentage ratios for the Capital Contribution under the Listing Rules are more than 0.1% but less than 5%, the Capital Contribution is subject to the reporting and announcement requirements but is exempted from the circular, independent financial advice and shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Directors (including the independent non-executive Directors) consider that the Capital Contribution is on normal commercial terms, fair and reasonable, and is in the interests of the Company and its Shareholders as a whole.

Mr. Wang Donglei, who concurrently serves as a Director of the Company and a director of ETIC, and Mr. Wang Dongming, the brother of Mr. Wang Donglei and a Director of the Company, are deemed to have a material interest in the connected transaction between the Company and ETIC and its Affiliates and have abstained from voting on the Board resolutions in relation to the Capital Contribution.

Definitions

In this announcement, unless otherwise defined, the following terms shall have the following meanings:

“Board”	the board of directors of the Company
“Capital Contribution”	the Huizhou NVC’s capital Contribution into Huizhou Thorled-Opto of RMB3.92 million
“Company”	NVC Lighting Holding Limited, 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
“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 company with limited liability incorporated in the PRC which is currently listed on the Shenzhen Stock Exchange and a substantial shareholder of the Company
“Group”	the Company and its subsidiaries
“HK\$”, “HKD” or “Hong Kong Dollar”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Huizhou HVC”	Huizhou NVC Lighting Technology Co., Ltd.* (惠州雷士光電科技有限公司), a wholly-owned subsidiary of the Group that established Zhongshan NVC and holds 50% of the equity interest in Zhongshan NVC
“Huizhou Thorled-Opto”	Huizhou Thorled-Opto Co., Ltd.* (惠州雷通光電器件有限公司), a company with limited liability incorporated in the PRC on 2 August 2013, 51% equity interest of which is held by ETIC and 49% equity interest of which is held by Huizhou NVC
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China
“Retop”	Guangdong Elec-Tech Retop LED Display Co., Ltd.* (廣東德豪銳拓顯示技術有限公司), a wholly-owned subsidiary of ETIC and mainly engaged in development and production of LED lighting product and LED decoration lamps and LED application

	products solutions
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

** 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, 18 May 2016

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