

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company.

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)

COMPLETION OF ISSUE OF CONVERTIBLE BONDS

The Board is pleased to announce that all the conditions precedent under the Subscription Agreement have been fulfilled. Completion of the Subscription Agreement took place and the Convertible Bonds in the principal amount of HK\$500,000,000 were issued to the Investor on 7 June 2016.

Reference is made to the announcement of NVC Lighting Holding Limited (the “**Company**”) dated 20 May 2016 in relation to the issue of convertible bonds under general mandate (the “**Announcement**”). Capitalised terms used herein shall have the same meanings as those defined and/or adopted in the Announcement unless otherwise stated.

COMPLETION OF ISSUE OF CONVERTIBLE BONDS

The Board is pleased to announce that all conditions precedent under the Subscription Agreement have been fulfilled. Completion of the Subscription Agreement took place and the Convertible Bonds in the principal amount of HK\$500,000,000 were issued to the Investor on 7 June 2016.

The approval for the listing of, and permission to deal in, the Conversion Shares upon the exercise of the Convertible Bonds has been granted by the Listing Committee of the HKSE.

To the best of the Director’s knowledge, information and belief, having made all reasonable enquires, as at the date of this announcement, the Investor and its ultimate beneficial owner(s) are third parties independent of and are not connected with the Company and its connected persons.

SHAREHOLDING STRUCTURE

For illustration purpose only, the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately after full conversion of the Convertible Bonds at the initial Conversion Price (assuming that there is no other change in the share capital of the Company) are as follows:

Name of Shareholders	As at the date of this announcement		Assuming all the outstanding amount of the Bonds are fully issued and converted into new Shares at the initial Conversion Price of HK\$0.925 per Share each	
	<i>Number of Shares</i>	<i>% of total issued Shares</i>	<i>Number of Shares</i>	<i>% of the enlarged issued Shares</i>
Elec-Tech International (H.K.) Company Limited	845,746,000	27.03	845,746,000	23.05
SB Asia Investment Fund II L.P.	578,711,000	18.50	578,711,000	15.77
Schneider Electric Asia Pacific Limited	288,371,000	9.22	288,371,000	7.86
GS Direct, L.L.C.	177,351,000	5.67	177,351,000	4.83
Other Public Shareholders	1,238,269,000	39.58	1,238,269,000	33.75
The Investor	0	0	540,540,540	14.73
Total Issued Shares	3,128,448,000	100.00%	3,668,988,540	100.00%

By Order of the Board
NVC LIGHTING HOLDING LIMITED
Wang Donglei
Chairman

Hong Kong, 8 June 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