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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)

**MAJOR TRANSACTION
IN RELATION TO THE PROPOSED ACQUISITION
OF THE TARGET GROUP**

Financial adviser to the Company

Deloitte. 德勤

Deloitte & Touche Corporate Finance Limited

THE PROPOSED ACQUISITION

The Board is pleased to announce that the Company has, on 25 April 2018 (after trading hours), entered into a legally binding heads of agreement (the *Heads of Agreement*) with Jadestone China High-technology Industry Investment Fund LP (*Jadestone*), pursuant to which the Company intended to acquire, and Jadestone intended to sell, 100% equity interest in Elec-Tech Solid State Lighting (HK) Limited (the *Target Company*) (the *Proposed Acquisition*). The Heads of Agreement contains the basic terms and conditions agreed upon by the Parties in respect of the Proposed Acquisition and it will be subject to the signing of a definitive acquisition agreement between the Parties (the *Formal Share Purchase Agreement*).

Upon completion of the Proposed Acquisition (*Completion*), the Target Company and its subsidiaries (the *Target Group*) will become wholly-owned subsidiaries of the Company. The Target Group's principal business activities involve the design, manufacturing and sale of LED lighting products to North America markets.

LISTING RULES IMPLICATIONS

As one or more of the applicable Percentage Ratios calculated in respect of the Proposed Acquisition is more than 25% but less than 100%, the Proposed Acquisition constitutes a major transaction for the Company and is subject to the reporting, announcement, circular and shareholders' approval requirements under Chapter 14 of the Listing Rules.

In December 2016, Jadestone acquired the Target Group from Elec-Tech International Co., Ltd.* (廣東德豪潤達電氣股份有限公司) (*ETIC*), a substantial Shareholder (holding approximately 24.30% interest in the Company as at the date of this announcement).

Guoyuan Asset Management (Asia) Limited (*Guoyuan Asset*) is the general partner of Jadestone. As disclosed in the announcement of the Company dated 21 April 2017, Guoyuan Asset (as the general partner) and the Company (as a limited partner) formed Guoyuan China Growth Investment Fund LP, under which the Company contributed USD30,000,000 and Guoyuan Asset contributed USD10,000, for the purpose of making equity investment in emerging industries. Further, as disclosed in the announcements of the Company dated 20 May 2016 and 8 June 2016, the Company had issued certain convertible bonds in the principal amount of HK\$500,000,000 to an affiliate of Guoyuan Asset, Guoyuan Investment Fund Series SPC (acting on behalf of Guoyuan Global Income Fund Segregated Portfolio). As at the date of this announcement, no conversion has been made under such convertible bonds.

Other than the aforementioned, the Company does not have any existing connected relationship with Jadestone, Guoyuan Asset or any of their respective affiliates. The Company will voluntarily comply with the reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules in respect of the Proposed Acquisition.

The Company will make a further announcement upon signing of the Formal Share Purchase Agreement.

GENERAL

An extraordinary general meeting of the Company (*EGM*) will be convened and held for the Independent Shareholders to consider and, if thought fit, to approve, among other things, the Heads of Agreement, the Formal Share Purchase Agreement and the Proposed Acquisition.

An Independent Board Committee comprising all the independent non-executive Directors has been formed to consider the Proposed Acquisition and an Independent Financial Adviser has been appointed to advise the Independent Board Committee and the Independent Shareholders as to whether the terms of the Heads of Agreement, the Formal Share Purchase Agreement and the Proposed Acquisition are fair and reasonable, on normal commercial terms or better and in the interest of the Company and the Independent Shareholders as a whole.

A circular containing, among other things, (i) further information on the Heads of Agreement, the Formal Share Purchase Agreement and the Proposed Acquisition; (ii) a letter from the Independent Board Committee containing its opinion and recommendation to the Independent Shareholders in respect of the Heads of Agreement, the Formal Share Purchase Agreement and the Proposed Acquisition; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the Heads of Agreement, the Formal Share Purchase Agreement and the Proposed Acquisition; (iv) other information as required to be disclosed under the Listing Rules; and (v) a notice of the EGM, is expected to be despatched to the Shareholders on or before 30 June 2018 as additional time is required for negotiating and entering into the Formal Share Purchase Agreement and preparing the relevant information for inclusion in the circular.

Completion of the Proposed Acquisition is subject to the fulfilment of (i) the conditions precedent to the Heads of Agreement which are set out in the paragraphs headed "Conditions precedent" of this announcement, and (ii) the conditions precedent to the Formal Share Purchase Agreement. The Proposed Acquisition may or may not proceed. Shareholders of the Company and potential investors should exercise caution when dealing in the securities of the Company.

I. THE PROPOSED ACQUISITION

A. Background

The Board is pleased to announce that the Company has, on 25 April 2018 (after trading hours), entered into the Heads of Agreement with Jadestone, pursuant to which the Company intended to acquire, and Jadestone intended to sell, 100% equity interest in the Target Company. The Heads of Agreement contains the basic terms and conditions agreed upon by the Parties in respect of the Proposed Acquisition and it will be subject to the signing of the Formal Share Purchase Agreement.

Upon Completion, the Target Group will become wholly-owned subsidiaries of the Company.

B. Principal Terms of the Heads of Agreement

Date 25 April 2018

Parties Purchaser: the Company

Seller: Jadestone

Assets to be acquired All the issued shares in the share capital of the Target Company (the *Target Shares*) free from all liens, charges and other encumbrances and together with all rights attaching to the Target Shares.

Consideration The aggregate purchase price for the Target Shares and the shareholder loan(s) extended by Jadestone to the Target Company (the *Purchase Price*) is RMB900,000,000 to be satisfied in cash payable to Jadestone, subject to the following adjustments.

Purchase Price adjustments:

If the actual audited consolidated net profit of the Target Group (the *Audited Net Profit*) shown in the audited financial report of the Target Group for the year 2017, which will be issued by BDO Limited or such other auditor as otherwise agreed by the Parties in writing (the *Auditor*) following the date of the Heads of Agreement (the *2017 Audited Financial Report*), is less than RMB70,000,000, then the Purchase Price Shall be adjusted on Completion to an amount equals to the Audited Net Profit multiplied by 12.

If the actual audited consolidated net asset value of the Target Group (the *Audited Net Assets*) shown in the 2017 Audited Financial Report is less than RMB150,000,000, Jadestone shall make up (or cause to be made up) the shortfall between the Audited Net Assets and RMB150,000,000.

For avoidance of doubt, if the Audited Net Profit equals to or exceeds RMB70,000,000, no adjustment shall be made to the Purchase Price.

Further, unless otherwise agreed in the Formal Share Purchase Agreement, the Purchase Price shall include all amounts which may be required to be paid to eliminate outstanding share options or the like granted by any member of the Target Group, and the amount of the Purchase Price payable to Jadestone shall be reduced accordingly.

Basis of consideration:

The Purchase Price was determined after arm's length negotiations between the Company and Jadestone, taking into account, among other things, the audited consolidated net profit of the Target Group for the year ended 31 December 2017 and with reference to a price-earnings ratio of comparable companies whose principal activity is similar to that of the Target Group.

Payment of consideration Payment of the Purchase Price (as adjusted) will be made as follows:

- a) approximately 22.22% of the Purchase Price (before adjustment), being RMB200,000,000, on the seventh Business Day from the later of the signing of the Heads of Agreement or the Share Charge Agreement according to the wiring instruction given by Jadestone in writing (the ***Advance Payment***); and
- b) the USD or HKD equivalent of the remainder of the Purchase Price (after adjustment) to the designated bank account of Jadestone, upon Completion.

The exchange rate or the mechanism to determine the exchange rate to calculate the USD or HKD equivalent of the foregoing amount in RMB will be agreed in the Formal Share Purchase Agreement.

If Completion does not taking place by 31 October 2018 or a later date agreed upon by the Parties in writing (the ***Longstop Date***) or the negotiation between the Parties subsequently terminates in accordance with the terms of the Heads of Agreement, Jadestone shall, within three Business Days of the Company's request, refund the Advance Payment to the Company without interest.

Conditions precedent Unless otherwise agreed by the Parties in the Formal Share Purchase Agreement, the Proposed Acquisition is conditional on the following,:

- a) the Company conducting, and being satisfied with the results of, its due diligence investigation of the respective financial, corporate, taxation and trading positions and prospects of each member of the Target Group and the title of each member of the Target Group to its respective assets;

- b) Jadestone allowing the Company and its advisers full access to such records, key employees, advisers and operations of the Target Group as will allow them to complete the investigations required;
- c) the board of directors and shareholders of the Purchaser and Jadestone approving the Proposed Acquisition;
- d) all regulatory, governmental and other consents to the Proposed Acquisition and all notification, report and announcement requirements being obtained and/or complied with in form and substance satisfactory to the Company;
- e) the Parties signing the Formal Share Purchase Agreement prepared by the Company's advisers, which will incorporate warranties and indemnities and other terms negotiated between the Parties, including certain restrictive covenants;
- f) warranties and indemnities in the Formal Share Purchase Agreement being accurate at Completion;
- g) there being no material adverse change in the business of the Target Group between the date of this Heads of Agreement and Completion;
- h) Jadestone entering into restrictive covenants on behalf of itself and its group (other than the Target Group) preventing its group from (i) competing with the business of the Target Group for three (3) years after Completion; (ii) approaching any employees of the Target Group for three (3) years after Completion, and (c) approaching any customers of the Target Group for three (3) years after Completion;
- i) no government or governmental supranational or state agency or regulatory body or trade or works council or association or any other person or organisation shall have proposed or enacted any statute or regulation which would prohibit, materially restrict or materially delay implementation of the Proposed Acquisition or the operation of the Target Group after Completion;
- j) there being no circumstances relating to the Target Group or the Target Shares which, in the Company's opinion, would or could give rise to any material liability;
- k) purchase of the Target Shares entitling the Company to become the sole legal and beneficial owner thereof with no encumbrances, charges or liens of any nature attaching thereto;
- l) the 2017 Audited Financial Report produced by the Auditor being approved and accepted by the Company;

- m) Jadestone providing such guarantee and other security as are satisfactory to the Company with respect to its obligations hereunder and under the Formal Share Purchase Agreement;
- n) Jadestone agreeing to undertake such liabilities (whether actual or contingent) relating to the Target Group as are identified by the Company on terms satisfactory to the Company;
- o) Jadestone producing legal opinions from its legal advisers (the selection of which will be approved by the Company), in a form and substance satisfactory to the Company, with respect to Jadestone's capacity and the relevant aspects of the Target Group; and
- p) any other matters as the Company may require to be made as conditions precedent following its due diligence on the Target Group.

Formal Share Purchase Agreement

The Formal Share Purchase Agreement will contain the following:

- a) usual and customary warranties, representations and indemnities from Jadestone which give the Company the option to recover for breach on a dollar-for-dollar basis and which concern, among other matters, the business, assets and affairs of the Target Group in all aspects;
- b) usual and customary completion obligations on the part of Jadestone in order effectively and legally to transfer the Target Shares to the Company at Completion;
- c) certain non-competition restrictions to be imposed upon Jadestone (see paragraph h) under "Conditions precedent" above);
- d) if signing of the Formal Share Purchase Agreement and Completion are not simultaneous, restrictions on the Target Group's carrying out activities outside its ordinary course of trading during this period without the prior written consent of the Company; and a provision that the Formal Share Purchase Agreement may be terminated by the Company prior to completion in the event of a breach of any representation or warranty, pre-completion undertaking or covenant, any failure to fulfil any condition precedent to Completion, or any material adverse change;
- e) a guarantee from Jadestone's limited partner(s) or such other persons to the satisfaction of the Company subject to agreement of relevant guarantor(s);

- f) a tax deed dealing with any tax liabilities with respect to the Target Group and the transaction contemplated hereby (if any);
- g) Completion is expected to take place on or before 31 July 2018; and
- h) such other provisions as the Company thinks desirable.

Completion

Completion is expected to take place on or before 31 July 2018.

Security

Jadestone agrees to charge in favour of the Company by way of first fixed charge its entire right, title and interest in and to 3,333,333 shares of the Target Company, representing approximately 22.22% of the Target Shares, in accordance with the Share Charge Agreement.

Exclusivity

Jadestone shall immediately terminate any discussions between Jadestone and anyone other than the Company relating to any investment in the Target Company or the acquisition of any of the Target Company's shares, any part of its business or any of its major assets (*Third Party Negotiations*).

Jadestone must not, for a period of six months from the date of the Heads of Agreement (*the Exclusivity Period*), directly or indirectly

- a) participate in any Third Party Negotiations, or
- b) seek, encourage or respond to any approach that might lead to Third Party Negotiations, or
- c) enter into any letter of intent, agreement or arrangement pursuant to any Third Party Negotiations; or
- d) disclose any information about the Target Company to a party that wishes to enter into Third Party Negotiations (unless the information is publicly available).

Jadestone must ensure that its employees, agents and advisers and the Target Company and its employees, agents and advisers comply with the undertakings in the above paragraph as if they were Jadestone.

If Jadestone breaches such exclusivity terms, it shall indemnify the Company for all costs, fees and expenses incurred in connection with the investigation of the Target Company and the negotiation of this Heads of Agreement and other documents connected with the Proposed Acquisition.

Costs and termination Unless otherwise agreed to by the Parties in the Formal Share Purchase Agreement, each Party is responsible for its own costs in connection with the Proposed Acquisition.

Any Party may end negotiations in relation to the Proposed Acquisition at any time, without having to give any reasons for doing so or incurring any liability to any other party, provided that Jadestone shall have no right to end negotiations during the Exclusivity Period.

Governing law Hong Kong law

II. INFORMATION ABOUT THE TARGET COMPANY

The Target Company is a limited company incorporated in Hong Kong on 31 May 2010. The Target Group's principal business activities involve the design, manufacturing and sale of LED lighting products to North America markets. The Target Group is headquartered in Hong Kong with offices in the United States (Chicago and Atlanta) and factories in the PRC (Zhuhai and Wuhu).

Prior to the Previous Transaction (as defined in the paragraph immediately below), the Target Company was wholly-owned by ETIC. ETIC is a substantial shareholder holding 24.30% interest in the Company as at the date of this announcement. ETIC is principally engaged in the production and sale of small household appliances and LED products in the PRC.

In December 2016, ETIC sold its entire interest in the Target Company to Jadestone at a cash consideration of RMB190,000,000 (the *Previous Transaction*). Jadestone also agreed to repay a debt in the amount of RMB377,000,000 owed by the Target Company to ETIC and its subsidiaries. The Previous Transaction was completed on 30 December 2016.

As at the date of this announcement, the Target Company owns, directly or indirectly, 100% issued share capital of: (i) ETI Solid State Lighting (Zhuhai) Limited* 怡迅(珠海)光電科技有限公司(Unified Social Credit Code: 91440400398016319T); (ii) ETI Solid State Lighting (Wuhu) Limited* 怡迅(蕪湖)光電科技有限公司(Unified Social Credit Code 91340200564966388K), and (iii) ETI Solid State Lighting Inc. (Employer Identification Number (EIN): 45-2791194).

Set out below is the unaudited consolidated financial information of the Target Group for the two years ended 31 December 2016 and 2017, respectively, extracted from its management accounts:

	Financial year ended 31 December 2016 RMB in million	Financial year ended 31 December 2017 RMB in million
Profit before tax	79.6	106.2
Profit after tax	65.4	91.4

The total original acquisition cost of the Target Group by Jadestone was RMB567,000,000.

Upon completion, the Company will hold 100% equity interest in Target Company and the Target Group will become wholly-owned subsidiaries of the Company.

III. REASONS FOR AND BENEFITS OF THE PROPOSED ACQUISITION

In the past two years, the profitability of lighting product manufacturers shrunk due to sustained increase in costs of certain metal raw material, components and labour. In 2018, in order to strengthen its core competitiveness and achieve sustainable development, the Group formulated a strategy of gradually transforming from a manufacturing enterprise to a channel enterprise. Further, as disclosed in the Company's 2017 results announcement, the Company is expanding into international markets such as Europe, Middle East, Southeast Asia and South America.

Since its establishment in 2010, the Target Group has been focusing on the design, manufacturing and sale of lighting products in the North America markets for around 6 years and has established long-term cooperation with large retailers and distributors, such as Home Depot, Rexel and Graybar. In particular, Target Company has been awarded as Home Depot's Global Supplier of Year for four consecutive years. The North America lighting products market is huge, and the Company has always wanted to enter into this market. However, doing so requires a localised operating team with deep knowledge of local market conditions and long-term capital and labour investments. These requirements have restricted the Company's desired expansion.

The Proposed Acquisition provides an opportunity for the Company to enter into the North America market and increase its overseas sales volume. Besides, the Company can also borrow the successful experience and viable business model from the operating team of the Target Group when establishing businesses in other overseas markets.

The entering into of the Heads of Agreement will bind the Parties to the Exclusivity Period of six months from the date of the Heads of Agreement, which will help facilitate the negotiations of the Formal Share Purchase Agreement.

Based on the above, the Directors (excluding the independent non-executive Directors whose views will, after receiving the advice from the Independent Financial Advisor, be set out in the letter from the Independent Board Committee in the circular to be despatched to the Shareholders) consider that the terms of the Heads of Agreement and the Proposed Acquisition are on normal commercial terms, fair and reasonable and in the interests of the Company and its shareholders as a whole.

IV. INFORMATION ABOUT 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.

V. INFORMATION ABOUT JADESTONE

Jadestone was established on 16 December 2016 in the form of an exempted limited partnership under the laws of Cayman Islands. It was set up for the purpose of carrying out the Previous Transaction and it is managed by its general partner, Guoyuan Asset.

The limited partners of Jadestone and their ultimate beneficial owners are third parties independent of the Company and its connected persons.

Guoyuan Asset is an exempted company incorporated in the Cayman Islands with limited liability and is principally engaged in investment arrangement. As the general partner of Jadestone, its overall responsibility includes the management, control and operation of the business and affairs of Jadestone.

VI. LISTING RULES IMPLICATIONS

As one or more of the applicable Percentage Ratios calculated in respect of the Proposed Acquisition is more than 25% but less than 100%, the Proposed Acquisition constitutes a major transaction for the Company and is subject to the reporting, announcement, circular and shareholders' approval requirements under Chapter 14 of the Listing Rules.

In December 2016, Jadestone acquired the Target Group from ETIC, a substantial Shareholder (holding approximately 24.30% interest in the Company as at the date of this announcement).

Guoyuan Asset is the general partner of Jadestone. As disclosed in the announcement of the Company dated 21 April 2017, Guoyuan Asset (as the general partner) and the Company (as a limited partner) formed Guoyuan China Growth Investment Fund LP, under which the Company contributed USD30,000,000 and Guoyuan Asset contributed USD10,000, for the purpose of making equity investment in emerging industries. Further, as disclosed in the announcements of the Company dated 20 May 2016 and 8 June 2016, the Company had issued certain convertible bonds in the principal amount of HK\$500,000,000 to an affiliate of Guoyuan Asset, Guoyuan Investment Fund Series SPC (acting on behalf of Guoyuan Global Income Fund Segregated Portfolio). As at the date of this announcement, no conversion has been made under such convertible bonds.

Other than the aforementioned, the Company does not have any existing connected relationship with Jadestone, Guoyuan Asset or any of their respective affiliates. The Company will voluntarily comply with the reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules in respect of the Proposed Acquisition.

The Company will make a further announcement upon signing of the Formal Share Purchase Agreement.

VII. GENERAL

An EGM will be convened and held for the Independent Shareholders to consider and, if thought fit, to approve, among other things, the Heads of Agreement, the Formal Share Purchase Agreement and the Proposed Acquisition.

An Independent Board Committee comprising all the independent non-executive Directors has been formed to consider the Proposed Acquisition and an Independent Financial Adviser has been appointed to advise the Independent Board Committee and the Independent Shareholders as to whether the terms of the Heads of Agreement, the Formal Share Purchase Agreement and the Proposed Acquisition are fair and reasonable, on normal commercial terms or better and in the interest of the Company and the Independent Shareholders as a whole.

A circular containing, among other things, (i) further information on the Heads of Agreement, the Formal Share Purchase Agreement and the Proposed Acquisition; (ii) a letter from the Independent Board Committee containing its opinion and recommendation to the Independent Shareholders in respect of the Heads of Agreement, the Formal Share Purchase Agreement and the Proposed Acquisition; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the Heads of Agreement, the Formal Share Purchase Agreement and the Proposed Acquisition; (iv) other information as required to be disclosed under the Listing Rules; and (v) a notice of the EGM, is expected to be despatched to the Shareholders on or before 30 June 2018 as additional time is required for negotiating and entering into the Formal Share Purchase Agreement and preparing the relevant information for inclusion in the circular.

Completion of the Proposed Acquisition is subject to the fulfilment of (i) the conditions precedent to the Heads of Agreement which are set out in the paragraphs headed “Conditions precedent” of this announcement, and (ii) the conditions precedent to the Formal Share Purchase Agreement. The Proposed Acquisition may or may not proceed. Shareholders of the Company and potential investors should exercise caution when dealing in the securities of the Company.

VIII. DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions have the following meanings:

“2017 Audited Financial Report”	has meaning ascribed to it in the section headed “Consideration” of this announcement
“Advance Payment”	has meaning ascribed to it in the section headed “Payment of consideration” of this announcement
“Auditor”	BDO Limited
“Audited Net Assets”	has meaning ascribed to it in the section headed “Consideration” of this announcement
“Audited Net Profit”	has meaning ascribed to it in the section headed “Consideration” of this announcement

“Board”	the board of directors of the Company
“Business Day”	a day other than a Saturday or Sunday on which banks are open for commercial business in Hong Kong and China
“China” or “PRC”	the People’s Republic of China, and for the purpose of this announcement, excluding Hong Kong, Macau Special Administrative Region and Taiwan
“Company”	NVC Lighting Holding Limited (雷士照明控股有限公司), 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. The issued Shares of the Company are listed on the main board of the Stock Exchange
“Completion”	completion of the Proposed Acquisition
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company currently scheduled to take place on or around Wednesday, 18 July 2018 to consider and, if thought fit, approve, among other things, the Heads of Agreement, the Formal Share Purchase Agreement and the Proposed Acquisition
“ETIC”	Elec-Tech International Co., Ltd.* (廣東德豪潤達電氣股份有限公司), a PRC incorporated company currently listed on the Shenzhen Stock Exchange with stock code 002005 and a substantial shareholder of the Company holding 24.30% interest as at the date of this announcement
“Exclusivity Period”	a period of six months from the date of the Heads of Agreement
“Formal Share Purchase Agreement”	the definitive acquisition agreement to be entered into between the Company and Jadestone in respect of the Proposed Acquisition
“Group”	the Company and its subsidiaries
“Guoyuan Asset”	Guoyuan Asset Management (Asia) Limited, an exempted company incorporated in the Cayman Islands with limited liability
“Heads of Agreement”	the heads of agreement for the sale and purchase of 100% equity interest in Target Company entered into between the Company and Jade Stone dated 25 April 2018
“HK\$” or “HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

“Independent Board Committee”	A committee comprising all the independent non-executive Directors, formed to advise the Independent Shareholders in respect of the terms of the Heads of Agreement, the Formal Share Purchase Agreement and the Proposed Acquisition
“Independent Financial Adviser”	Gram Capital Limited, a licensed corporation to carry out type 6 (advising on corporate finance) regulated activity as defined under the Securities and Futures Ordinance, being the independent financial adviser to the Independent Board Committee and the Independent Shareholders in respect of the Heads of Agreement, the Formal Share Purchase Agreement and the Proposed Acquisition
“Independent Shareholder(s)”	Shareholder(s) other than those required to abstain from voting on the resolution(s) at the EGM under the Listing Rules
“Jadestone”	Jadestone China High-technology Industry Investment Fund LP, an exempted limited partnership established under the laws of Cayman Islands
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Longstop Date”	31 October 2018 or a later date agreed upon by the Parties in writing
“Party(ies)”	a party or parties to the Heads of Agreement
“Percentage Ratios”	has the meaning ascribed to it under Chapter 14 of Listing Rules.
“Previous Transaction”	the acquisition of the entire equity interest in the Target Company by Jadestone from ETIC completed on 30 December 2016
“Proposed Acquisition”	the acquisition of 100% equity interest in the Target Company contemplated under the Heads of Agreement
“Purchase Price”	the purchase price for the Target Shares under the Heads of Agreement
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	issued share(s) of the Company
“Share Charge Agreement”	a share charge agreement to be entered into between the Company and Jadestone pursuant to the terms of the Heads of Agreement
“Shareholders”	the shareholders of the Company

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the same meaning ascribed to it under the Listing Rules
“Target Company”	Elec-Tech Solid State Lighting (HK) Limited, a limited company incorporated in Hong Kong on 31 May 2010
“Target Group”	the Target Company and its subsidiaries
“Target Shares”	all the issued shares in the share capital of the Target Company
“Third Party Negotiations”	has meaning ascribed to it in the section headed “Exclusivity” of this announcement
“USD”	U.S. dollars, the lawful currency of the United States of America
“%”	per cent.

* *Denotes English translation of the name of a Chinese company or entity, or vice versa, and is provided for identification purposes only.*

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

Hong Kong, 25 April 2018

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

Executive Directors:

WANG Donglei
WANG Dongming
XIAO Yu
WANG Keven Dun

Non-executive Directors:

LI Huating
LI Wei

Independent Non-executive Directors:

LEE Kong Wai, Conway
WANG Xuexian
WEI Hongxiong
SU Li