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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)**

**INSIDE INFORMATION**  
**CO-OPERATION FRAMEWORK AGREEMENT IN RELATION TO**  
**THE SALE AND PURCHASE OF THE COMPANY'S DOMESTIC**  
**LIGHTING PRODUCTS MANUFACTURING BUSINESS**

This announcement is made by NVC Lighting Holding Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

**THE CO-OPERATION FRAMEWORK AGREEMENT**

The board (the “**Board**”) of directors of the Company (“**Directors**”) is pleased to announce that the Company entered into a non-binding co-operation framework agreement (the “**Co-operation Framework Agreement**”) on 14 March 2018 (after trading hours) with Elec-Tech International Co., Ltd.\* (廣東德豪潤達電氣股份有限公司) (“**ETIC**”) and Mr. Wang Donglei (each a “**Party**”, together the “**Parties**”), pursuant to which, subject to entering into definitive agreements, the Company intends to sell, and ETIC and Mr. Wang Donglei intend to acquire, directly and indirectly, the Company’s domestic lighting products manufacturing business (the “**Target Assets**”) which includes but not limited to the entire share capital of Huizhou NVC Lighting Technology Co., Ltd.\* (惠州雷士光電科技有限公司) (the “**Potential Disposal**”). The definitive scope of the Target Assets will be subject to further discussions between the Parties.

The purchase price for the Target Assets will be based on a valuation of the Target Assets to be performed by a Hong Kong auditor or valuer approved by the Company. The final purchase price will also be subject to further discussions between the Parties.

The Parties will separately negotiate and, if agreed, enter into detailed and

legally-binding definitive agreements, which agreements shall be effective upon:

- (1) The Company having obtained all necessary approvals in relation to the Potential Disposal in accordance with its Articles of Association and the Listing Rules;
- (2) ETIC having obtained the approval of its board of directors in relation to the Potential Disposal;
- (3) ETIC having obtained the approval of its shareholders in relation to the Potential Disposal; and
- (4) The Potential Disposal having been approved by the China Securities Regulatory Commission.

### **LEGAL EFFECT OF THE CO-OPERATION FRAMEWORK AGREEMENT**

The Co-operation Framework Agreement is an indication of the Parties' intention to co-operate regarding the Potential Disposal and the terms of the Co-operation Framework Agreement do not impose any legal or binding obligations on either Party.

### **REASONS FOR ENTERING INTO THE CO-OPERATION FRAMEWORK AGREEMENT**

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. The Potential Disposal contemplated under the Co-operation Framework Agreement can reduce the proportion of manufacturing business in the Group, and is therefore in line with the development strategy and long-term interests of the Group.

### **INFORMATION ON THE PARTIES**

#### ***ETIC***

ETIC is a PRC incorporated company with limited liability currently listed on the Shenzhen Stock Exchange with stock code 002005. ETIC is principally engaged in the production and sale of small household appliances and LED products. As of the date of this announcement, ETIC indirectly holds approximately 24.3% of the Company's issued share capital and is a substantial shareholder of the Company.

#### ***Mr. Wang Donglei***

Mr. Wang Donglei is an executive Director and the chairman of the Board. Mr. Wang Donglei indirectly holds 16.57% of total issued shares of ETIC and is a substantial shareholder and *de facto* controller of ETIC.

The Company will issue further announcement(s) as and when required under the Listing Rules.

**Shareholders of the Company and other investors should note that the Potential Disposal may or may not proceed and is subject to the conclusion of definitive agreements and various regulatory and corporate approvals. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.**

*\* 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, 14 March 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  
YANG Jianwen

*Independent Non-executive Directors:*

LEE Kong Wai, Conway  
WANG Xuexian  
WEI Hongxiong  
SU Ling