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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)

CONVERSION OF ALL THE OUTSTANDING CONVERTIBLE BONDS

Reference is made to the announcements dated 20 May 2016, 9 June 2016, 6 May 2018 and 15 June 2018 and the circular dated 28 May 2018 of the Company (collectively, the “**Announcements and Circular**”) in relation to (i) the issue of Convertible Bonds on 7 June 2016 by the Company in the aggregate principal amount of HK\$500,000,000; and (ii) the Proposed Amendments to the terms and conditions of the Convertible Bonds which had been approved by the Stock Exchange and by the Shareholders at the EGM held on 15 June 2018. Terms used in this announcement shall have the same meanings as defined in the Announcements and Circular unless otherwise defined.

On 9 August 2018, the Company received a conversion notice from the Investor (as the sole Bondholder) in relation to the exercise of conversion rights to convert the Convertible Bonds in full at the conversion price of HK\$0.77 per Conversion Share (the “**Conversion**”). Accordingly, 649,350,649 Conversion Shares, representing approximately 18.13% of the issued capital of the Company immediately before the Conversion and approximately 15.35% of the issued share capital of the Company immediately after the Conversion, were allotted to the Investor on 13 August 2018 pursuant to the terms and conditions of the Convertible Bonds. Upon Conversion and the issue of the Conversion Shares, the Investor became a substantial Shareholder.

The Conversion Shares were issued by the Company under the specific mandate granted to the Board by the Shareholders at the EGM held on 15 June 2018. The Conversion Shares rank *pari passu* and carry the same rights and privileges in all respect among themselves and with all other Shares in issue on the relevant Registration Date and except that the Conversion Shares will not rank for (or, as the case may be, the relevant holder shall not be entitled to receive) any rights, distributions or payments the record or other due date for the establishment of entitlement for which falls prior to the relevant Registration Date.

The shareholding structure of the Company immediately before and after the Conversion and the issue of the Conversion Shares is set out below:

Name of Shareholders	Immediately before the Conversion and the issue of the Conversion Shares		Immediately after the Conversion and the issue of the Conversion Shares	
	<i>Number of Shares</i>	<i>% of total issued Shares</i>	<i>Number of Shares</i>	<i>% of total issued Shares</i>
Elec-Tech International (H.K.) Company Limited	870,346,000	24.30	870,346,000	20.57
Schneider Electric Asia Pacific Limited	288,371,000	8.05	288,371,000	6.82
Ye Yong	277,660,000	7.75	277,660,000	6.56
Other public Shareholders	2,145,428,000	59.90	2,145,428,000	50.70
The Investor	–	–	649,350,649	15.35
Total	<u>3,581,805,000</u>	<u>100.00</u>	<u>4,231,155,649</u>	<u>100.00</u>

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

Hong Kong, 13 August 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 Ling