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Unless otherwise defined, terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus (the “**Prospectus**”) of E Lighting Group Holdings Limited 壹照明集團控股有限公司 (the “**Company**”) dated 22 September 2014.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Placing described below before deciding whether or not to invest in the Shares thereby being offered.



E Lighting Group

E Lighting Group Holdings Limited

壹照明集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

NOTICE OF LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF PLACING

Number of Placing Shares	: 100,000,000 Placing Shares (subject to the Offer Size Adjustment Option)
Placing Price	: Not more than HK\$0.6 per Placing Share and expected to be not less than HK\$0.5 per Placing Share (payable in full upon application, plus brokerage fee of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%, subject to refund)
Nominal Value	: HK\$0.01 per Placing Share
Board Lot	: 4,000 Shares
Stock Code	: 8222

Sponsor

AmCap

Ample Capital Limited
豐盛融資有限公司

Bookrunner

Quam  **華富嘉洛**
Securities & Futures 證券期貨

Joint Lead Managers

Quam  **華富嘉洛**
Securities & Futures 證券期貨

AmCap
Ample Orient Capital Limited

Co-Managers

 億聲證券有限公司
Brilliant Norton
Securities Company Limited

Convoy Investment Services Limited
康宏証券投資服務有限公司

 **GREAT ROC**
CAPITAL SECURITIES LIMITED
滙豐資本證券有限公司

 **SBI** **China Capital** 軟庫中華金融服務有限公司
SBI China Capital Financial Services Limited

Printed copies of Prospectus are available, for information purposes only, at the offices of (i) Ample Capital Limited at Unit A, 14th Floor Chinachem Plaza, 135 Des Voeux Road Central, Hong Kong; and (ii) Quam Securities Company Limited at 18/F–19/F, China Building, 29 Queen’s Road Central, Hong Kong from 5:00 p.m. to 6:00 p.m. on Monday, 22 September 2014 and during normal office hours from 9:30 a.m. to 6:00 p.m. from Tuesday, 23 September 2014 up to and including Monday, 29 September 2014.

Pursuant to the Underwriting Agreement, the Company is offering 100,000,000 Placing Shares for subscription by way of Placing (subject to the Offer Size Adjustment Option) at the Placing Price on and subject to the terms and conditions as set out in the Underwriting Agreement and the Prospectus. It is expected that the Underwriters, on behalf of the Company, will conditionally place 100,000,000 Placing Shares at the Placing Price.

In connection with the Placing, the Company has granted to the Bookrunner the Offer Size Adjustment Option, which is exercisable by the Bookrunner (for itself and on behalf of the Joint Lead Managers, the Co-Managers and the Underwriters) (i) on or before the business day immediately before the date of the allotment results announcement (that is on Friday, 26 September 2014); and (ii) within 30 days from the date of the Prospectus, whichever is earlier, in writing, to require the Company to allot and issue up to 15,000,000 additional Shares at the Placing Price (representing 15% of the total number of Shares initially available for subscription under the Placing).

For the avoidance of doubt, the purpose of the Offer Size Adjustment Option is to provide flexibility for the Bookrunner to meet any excess demand in the Placing. The Offer Size Adjustment Option will not be associated with any price stabilisation activity of the Shares in the secondary market after the listing of the Shares on GEM and will not be subject to the Securities and Futures (Price Stabilizing) Rules of the SFO. No purchase of the Shares in the secondary market will be effected to cover any excess demand in the Placing which will only be satisfied by the exercise of the Offer Size Adjustment Option in full or in part.

Applications for the Placing Shares will only be considered on the basis of the terms and conditions as set out in the Prospectus.

The Placing is conditional upon fulfillment of the conditions as set out under the paragraph headed “Conditions of the Placing” in the section headed “Structure and Conditions of the Placing” in the Prospectus. If the conditions of the Placing as mentioned therein are not fulfilled or waived by the Bookrunner (for itself and on behalf of the Joint Lead Managers, the Co-Managers and the Underwriters) in accordance with the terms and conditions of the Underwriting Agreement prior to the times and the dates as specified therein, the Placing will lapse and thereafter, all money received will be refunded to applicants of the Placing Shares without interests and the Stock Exchange will be notified immediately. Notice of the lapse of the Placing will be published by the Company on the website of the Stock Exchange at www.hkexnews.hk and the Company’s website at www.elighting.asia on the next Business Day immediately following the date of such lapse.

Prospective investors should note that the Bookrunner (for itself and on behalf of the Joint Lead Managers, the Co-Managers and the Underwriters) is entitled to terminate its obligations under the Underwriting Agreement by giving notice in writing to the Company upon occurrence of any of the events set forth under the paragraph headed “Grounds for termination” in the section headed “Underwriting” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, i.e. Monday, 29 September 2014.

Application has been made to the Stock Exchange for the listing of, and permission to deal in, the Shares issued and to be issued pursuant to the Placing and the Capitalisation Issue (including any Shares to be issued upon the exercise of any options which may be granted under the Share Option Scheme and any new Shares which may be issued pursuant to the exercise of the Offer Size Adjustment Option). Subject to the granting of the listing of, and permission to deal in, the Shares on GEM as mentioned in the Prospectus and the compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date, or on any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

The Placing Price is expected to be determined by agreement between the Company and the Bookrunner (for itself and on behalf of the Joint Lead Managers, the Co-Managers and the Underwriters) on the Price Determination Date, which is currently scheduled on Wednesday, 24 September 2014 (Hong Kong time). If, for whatever reason, the Company and the Bookrunner (for itself and on behalf of the Underwriters) are unable to agree on the Placing Price on the Price Determination Date, the Placing will not become unconditional and will lapse. In such event, the Company will issue an announcement on the website of the Stock Exchange at www.hkexnews.hk and the Company’s website at www.elighting.asia on the next Business Day following the date of such lapse.

The Placing Price will not be more than HK\$0.6 per Placing Share and is currently expected to be not less than HK\$0.5 per Placing Share.

Share certificates for the Placing Shares will only become valid documents of title when the Placing has become unconditional in all respects and the Underwriting Agreement has not been terminated in accordance with its terms prior to 8:00 a.m. (Hong Kong time) on the Listing Date. No temporary documents of title will be issued by the Company. No receipt will be issued for the subscription monies for the Placing Shares.

The announcement of the level of indication of interest in the Placing, the final Placing Price and the basis of allocation of the Placing Shares will be published on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.elighting.asia on or before Friday, 26 September 2014.

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Monday, 29 September 2014. Shares will be traded in board lots of 4,000 Shares. The GEM stock code for the Shares is 8222.

By order of the Board
E Lighting Group Holdings Limited
壹照明集團控股有限公司
Hui Kwok Keung Raymond
Executive Director and Chief Executive Officer

Hong Kong, 22 September 2014

As at the date of this announcement, the executive Directors are Mr. Hui Kwok Keung Raymond, Mr. Hue Kwok Chiu and Mr. Chou Hing Yan Stephen; and the independent non-executive Directors are Mr. Chung Wai Man, Mr. Leung Wai Chuen and Ms. Yeung Mo Sheung Ann.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement and a copy of the Prospectus will remain on the website of the Stock Exchange at www.hkexnews.hk and, in the case of the announcement, on the "Latest Company Announcements" page for at least 7 days from the day of its posting. This announcement and a copy of the Prospectus will also be published on the Company's website at www.elighting.asia.