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E Lighting Group Holdings Limited

壹照明集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

Stock Code : 8222

FULFILLMENT OF PROFIT GUARANTEE OF THE TARGET COMPANY FOR THE ISSUANCE OF CONVERTIBLE BONDS UNDER GENERAL MANDATE

Reference is made to the announcements dated 13 May 2015 and 21 May 2015 (the “**Announcements**”) of E Lighting Group Holdings Limited (the “**Company**”) in relation to the Acquisition involving the proposed issue of Convertible Bonds under General Mandate. Unless otherwise stated, all capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

Pursuant to the SPA, the Vendor has irrevocably and unconditionally guaranteed to the Purchaser that the total audited consolidated net profit after tax of the Target Group for the two years ending 31 December 2016 shall not be less than HK\$3,200,000 (the “**Profit Guarantee**”).

Issuance of the 1st Batch of CBs II

Pursuant to the SPA, the Purchaser has agreed with the Vendor that within 7 Business Days after determination of the results of the Target Group for the financial year ending 31 December 2015 (the “**2015 Results**”), procure the Company to issue the 1st Batch of CBs II to the Vendor or her nominee(s) in the event the 2015 Results record an actual audited consolidated net profit after tax (the “**2015 Profit**”) with principal value calculated in accordance with the following formula:

$$\text{Principal value of 1st Batch of CBs II} = \text{Principal value of CBs II} \times \frac{\text{2015 Profit}}{\text{Profit Guarantee}}$$

Pursuant to the SPA, the maximum principal value of the 1st Batch of CBs II shall not exceed the principal value of the CBs II of HK\$25,007,500.

Pursuant to the SPA, no 1st Batch of CBs II will be issued by the Company to the Vendor if the 2015 Profit is negative.

The Board is pleased to announce that the audited consolidated financial statements of the Target Company for the financial year ending 31 December 2015 prepared by auditors appointed by the Company and the Vendor showed that the 2015 Profit was approximately HK\$1,615,000. Pursuant to the SPA, Convertible Bonds in the principal amount of HK\$12,620,245 has issued to the Vendor on 26 February 2016.

By order of the Board
E Lighting Group Holdings Limited
壹照明集團控股有限公司
Hue Kwok Chiu
Chairman

Hong Kong, 26 February 2016

As at the date of this announcement, the executive Directors are Mr. Hue Kwok Chiu, Mr. Hui Kwok Keung Raymond, Mr. Hui Kwok Wing and Mr. Chou Hing Yan Stephen; 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 enquires, 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 will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and will also be published on the Company’s website at www.elighting.asia.