

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/07/2017

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer NVC Lighting Holding Limited

Date Submitted 04/08/2017

I. Movements in Authorised Share Capital

1. Ordinary Shares

| | | | |
|-------------------------------------|--------------------------------------|--|--|
| (1) Stock code : <u>2222</u> | Description : <u>Ordinary Shares</u> | | |
| | No. of ordinary shares | Par value (<i>State currency</i>) | Authorised share capital (<i>State currency</i>) |
| Balance at close of preceding month | <u>500,000,000,000</u> | <u>US\$0.0000001</u> | <u>US\$50,000</u> |
| Increase/(decrease) | <u>---</u> | | <u>---</u> |
| Balance at close of the month | <u>500,000,000,000</u> | <u>US\$0.0000001</u> | <u>US\$50,000</u> |
| (2) Stock code : <u>---</u> | Description : <u>---</u> | | |
| | No. of ordinary shares | Par value (<i>State currency</i>) | Authorised share capital (<i>State currency</i>) |
| Balance at close of preceding month | <u>---</u> | <u>---</u> | <u>---</u> |
| Increase/(decrease) | <u>---</u> | | <u>---</u> |
| Balance at close of the month | <u>---</u> | <u>---</u> | <u>---</u> |

2. Preference Shares

| | | | |
|-------------------------------------|-----------------------------|--|--|
| Stock code : _____ | Description : _____ | | |
| | No. of preference shares | Par value (<i>State currency</i>) | Authorised share capital (<i>State currency</i>) |
| Balance at close of preceding month | --- | --- | --- |
| Increase/(decrease) | --- | | --- |
| Balance at close of the month | --- | --- | --- |

3. Other Classes of Shares

| | | | |
|-------------------------------------|-----------------------------------|--|--|
| Stock code : _____ | Description : _____ | | |
| | No. of other classes of shares | Par value (<i>State currency</i>) | Authorised share capital (<i>State currency</i>) |
| Balance at close of preceding month | --- | --- | --- |
| Increase/(decrease) | --- | | --- |
| Balance at close of the month | --- | --- | --- |

Total authorised share capital at the end of the month (*State
currency*) :

US\$50,000

II. Movements in Issued Share Capital

| | No. of ordinary shares | | No of preference shares | No. of other classes of shares |
|---------------------------------------|------------------------|-----|-------------------------|--------------------------------|
| | (1) | (2) | | |
| Balance at close of preceding month | 3,581,805,000 | --- | --- | --- |
| Increase/ (decrease) during the month | --- | --- | --- | --- |
| Balance at close of the month | 3,581,805,000 | --- | --- | --- |

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during the month | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|---------------------------|-----------|----------------------------|--------|--|---|
| | Granted | Exercised | Cancelled | Lapsed | | |
| 1. Pre-IPO Share Option Scheme (approved by the Board on 15/10/2006 and amended on 23/12/2009 and 24/03/2010) | | | | | | |
| Ordinary shares | Nil | Nil | Nil | Nil | Nil | Nil |
| (Note 1) | | | | | | |
| 2. Share Option Scheme (approved at the EGM held on 27/04/2010) | | | | | | |
| Ordinary shares | Nil | Nil | Nil | Nil | Nil | Nil |
| (Note 1) | | | | | | |
| 3. --- | --- | --- | --- | --- | --- | --- |
| (/ /) | | | | | | |
| shares | | | | | | |
| (Note 1) | | | | | | |
| | | | Total A. (Ordinary shares) | | Nil | |
| | | | (Preference shares) | | Nil | |
| | | | (Other class) | | Nil | |
| Total funds raised during the month from exercise of options (State currency) | | | | Nil | | |

Warrants to Issue Shares of the Issuer which are to be Listed

| Description of warrants (Date of expiry - dd/mm/yyyy) | Currency of nominal value | Nominal value at close of preceding month | Exercised during the month | Nominal value at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|---------------------------------|---|----------------------------------|---|--|--|
| 1. --- _____ _____ | --- | --- | --- | --- | --- | --- |
| (/ /) Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /) | | | | | | |
| 2. --- _____ _____ | --- | --- | --- | --- | --- | --- |
| (/ /) Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /) | | | | | | |
| 3. --- _____ _____ | --- | --- | --- | --- | --- | --- |
| (/ /) Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /) | | | | | | |
| 4. --- _____ _____ | --- | --- | --- | --- | --- | --- |
| (/ /) Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /) | | | | | | |
| Total B. (Ordinary shares) | | | | | Nil | |
| (Preference shares) | | | | | Nil | |
| (Other class) | | | | | Nil | |

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

| Class and description | Currency of amount outstanding | Amount at close of preceding month | Converted during the month | Amount at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|--------------------------------|------------------------------------|----------------------------|------------------------------|--|---|
| 1. Convertible Bonds | | | | | | |
| Issue Date: 07/06/2016 | | | | | | |
| Interest: 7.8% per annum | | | | | | |
| Maturity Date: 07/06/2018 or 07/06/2020 | | | | | | |
| | HK\$ | 500,000,000 | Nil | 500,000,000 | Nil | 540,540,540 |
| Stock code (if listed) | N/A | | | | | |
| Class of shares issuable (Note 1) | Ordinary Shares | | | | | |
| Subscription price | HK\$0.925 | | | | | |
| AGM approval date (if applicable) (dd/mm/yyyy) | (30/06/2015) | | | | | |
| 2. --- | --- | --- | --- | --- | --- | --- |
| Stock code (if listed) | --- | | | | | |
| Class of shares issuable (Note 1) | --- | | | | | |
| Subscription price | --- | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| 3. --- | --- | --- | --- | --- | --- | --- |
| Stock code (if listed) | --- | | | | | |
| Class of shares issuable (Note 1) | --- | | | | | |
| Subscription price | --- | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| 4. --- | --- | --- | --- | --- | --- | --- |
| Stock code (if listed) | --- | | | | | |
| Class of shares issuable (Note 1) | --- | | | | | |
| Subscription price | --- | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| | | | | | Total C. (Ordinary shares) | Nil |
| | | | | | (Preference shares) | Nil |
| | | | | | (Other class) | Nil |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|--|---|
| 1. According to the announcement dated 27 June 2017, the Company and the Subscriber entered into the Subscription Agreement pursuant to which the Subscriber conditionally agreed to subscribe and the Company conditionally agreed to allot and issue in aggregate a total of 257,330,000 Subscription Shares at the Subscription Price of HK\$0.8 per Subscription Share. The Subscription Shares will be allotted and issued pursuant to the general mandate granted to the Board at the annual general meeting of the Company held on 15 June 2016. Up to this month ended, the Subscription Shares have not been allotted and issued. Ordinary shares (Note 1) | Nil | 257,330,000 |
| 2. --- (/ /) shares (Note 1) | --- | --- |
| 3. --- (/ /) shares (Note 1) | --- | --- |
| Total D. (Ordinary shares) (Preference shares) (Other class) | Nil Nil Nil | |

Other Movements in Issued Share Capital

| Type of Issue | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month | |
|---------------|--------------|------------|----------------------|---|---|------------|
| 1. | Rights issue | At price : | State currency _____ | Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | <u>N/A</u> | <u>N/A</u> |
| 2. | Open offer | At price : | State currency _____ | Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | <u>N/A</u> | <u>N/A</u> |
| 3. | Placing | At price : | State currency _____ | Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | <u>N/A</u> | <u>N/A</u> |
| 4. | Bonus issue | | | Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | <u>N/A</u> | <u>N/A</u> |

| Type of Issue | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month | |
|---------------|----------------------|------------|----------------------|---|---|-----|
| 5. | Scrip dividend | At price : | State currency _____ | Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | N/A | N/A |
| 6. | Repurchase of shares | | | Class of shares repurchased <i>(Note 1)</i> _____ Cancellation date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | N/A | N/A |
| 7. | Redemption of shares | | | Class of shares redeemed <i>(Note 1)</i> _____ Redemption date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | N/A | N/A |
| 8. | Consideration issue | At price : | State currency _____ | Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | N/A | N/A |

| Type of Issue | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|---|--|---|
| 9. Capital reorganisation | Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | N/A | N/A |
| 10. Other (Please specify) At price : State currency _____ | Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | N/A | N/A |
| Total E. (Ordinary shares) | | Nil | |
| (Preference shares) | | Nil | |
| (Other class) | | Nil | |

| | | |
|---|-----|-----|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): | (1) | Nil |
| | (2) | Nil |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E): | | Nil |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E): | | Nil |
| <i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i> | | |

