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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)

**PROFIT WARNING AND RESIGNATION OF
INDEPENDENT NON-EXECUTIVE DIRECTOR**

This announcement is made by NVC Lighting Holding Limited (the “Company”, together with its subsidiaries, the “Group”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

Based on a preliminary assessment by the board of directors (the “Board”) of the Company in accordance with the management accounts of the Group, it is expected that the unaudited profit of the Company for the six months ended 30 June 2012 will have decreased significantly, compared to the same period in 2011.

The Board considers that the anticipated decrease in unaudited profits of the Company is primarily attributable to the following factors:

- an increase in product costs;
- a decrease in consumer demand and sales volume; and
- the resignation of Mr Wu Changjiang in May this year.

As the Company is still in the process of finalising the interim results for the first six months of 2012, the information contained in this announcement is based solely on a preliminary assessment by the Company’s management of the Group management accounts and is not based on any figures or information that has been audited or reviewed by the Company’s auditors.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

Resignation of Independent Non-Executive Director

Mr Karel Robert den Daas has informed the Board by letter dated 11 August 2012 that he has decided to resign as an independent non-executive director of the Company with effect from 9 August 2012, due to differences in views over the future strategic direction of the Company. The Board has decided to accept his resignation.

Accordingly, Mr den Daas has ceased to be the chairman of the remuneration committee, a member of the audit committee and a member of the nomination committee of the Company with effect from 9 August 2012.

Except for the above, Mr den Daas has confirmed that he has no disagreements with the Board and there is no information in relation to his resignation that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited. The Board would like to take this opportunity to thank Mr den Daas for his valuable contributions to the Company during his tenure of office.

The resignation of Mr den Daas will result in the Company's non-compliance with Rules 3.10, 3.21 and 3.25 of the Listing Rules. The Board will nominate a new independent non-executive director and ensure compliance with Rules 3.10, 3.21 and 3.25 of the Listing Rules as soon as possible.

By Order of the Board
NVC Lighting Holding Limited
YAN Andrew Y
Chairman

Hong Kong, 14 August 2012

As at the date of this announcement, the directors of the Company are:

Executive Directors:
MU Yu

Non-executive Directors:
YAN Andrew Y
LIN Ho-Ping
HUI Ming Yunn, Stephanie
ZHU Hai

Independent non-executive Directors:
Alan Russell POWRIE
WANG Jinsui