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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)

ANNOUNCEMENT

This announcement is made by NVC Lighting Holding Limited (the “Company”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The board of directors of the Company (the “Board”) refers to its announcement dated 8 August 2014 and 14 August 2014 respectively.

I. Clarification in relation to announcement dated 8 August 2014

In the announcement dated 8 August 2014, the Board informed shareholders that the Board was informed by Mr Wu Changjiang (吳長江) (“Mr Wu”) that in 2012, he signed a licensing agreement on behalf of the Company’s subsidiary, Huizhou NVC Lighting Technology Co., Ltd., with each of three companies, namely, Shandong NVC Lighting Development Co., Ltd. (山東雷士照明發展有限公司), Chongqing En Wei Xi Industrial Co., Ltd. (重慶恩維西實業有限公司), and Zhongshan Sheng Di Ai Si Lighting Co., Ltd. (中山聖地愛司照明有限責任公司) (collectively, the “Three Companies”). According to Mr Wu, these licensing agreements grant the Three Companies the right to use the NVC brands for 20 years (the “Purported Licensing Agreements”). The majority of the Board was not previously aware of the existence of the Purported Licensing Agreements, nor has the Board approved, authorised or ratified the execution of such agreements.

In relation to the announcement dated 8 August 2014, the Board would like to clarify that the Board resolutions passed on 8 August 2014, including but not limited to the removal of Mr Wu from the office of chief executive officer of the Company, were unanimously approved by all the directors of the Company (including all the independent non-executive directors of the Company) excluding Mr Wu.

II. Further information in relation to announcement dated 14 August 2014

In the announcement dated 14 August 2014, the Board informed shareholders that production at the Company's Wanzhou factory has been temporarily suspended since 8 August 2014. This is because certain supporters who are believed to be affiliated with Mr Wu have unreasonably refused to hand over control of the Wanzhou factory to a person authorised by the Board.

The Board set out below some further information on the Wanzhou factory and a preliminary assessment on the financial and operational impact of the production suspension of the Wanzhou factory on the Company.

Wanzhou factory

The Wanzhou factory is one of the Company's four manufacturing factories supporting its overall production. The other three factories are located in Huizhou, Zhejiang and Shanghai. For the year ended 31 December 2013, the Wanzhou factory generated approximately RMB860.87 million in revenue and RMB100.83 million in profits. According to the Company's management accounts, these financial figures represent 22.8% and 41.2% of the Company's overall revenues and profits respectively for the year ended 31 December 2013.

Products manufactured at the Wanzhou factory

The Wanzhou factory's main products are T4/T5 battens, louvers and downlights (the "Products"). These Products are produced exclusively at the Wanzhou factory. Without these Products, the Company's product line may appear incomplete to certain distributors. The Company is currently seeking to find external vendors that may be able to supply similar products on behalf of the Company on a temporary basis, in order to minimize the disruption arising from the ongoing suspension at the Wanzhou factory.

Status of the operation suspension

The Wanzhou factory remains in suspension due to Mr Wu's refusal to relinquish his managerial control over the Wanzhou factory, despite his removal as the Company's chief executive officer at the Company's Board meeting held on 8 August 2014.

Due to Mr Wu's continuing actions, the Company is still seeking to assume effective and full control over the Wanzhou factory. The Company's representative remains in close discussion with Mr Wu's representative. If such discussion remains in deadlock, the Company will consider initiating legal action in Wanzhou, in order to protect the interests of the Company and of its shareholders.

Estimated financial impact

According to the Company's sales forecast prepared in 2014, the estimated daily profit loss due to the above suspension is approximately RMB712,000 with the assumptions that (1) there is no opening balance of the Products and (2) no purchase of similar products from the external vendors for sale. On this basis, the accumulated,

estimated profit loss to the date of this announcement arising from the current suspension would amount to approximately RMB14 million. The Company emphasises that these are very preliminary estimates only, and it is still seeking to ascertain the full financial impact of the suspension. If the suspension lasts until the end of this year, the preliminary estimated average monthly profit loss relating to the Wanzhou factory would be approximately RMB21 million based on the same sales forecast as above.

III. Suspension of Trading

The Company is taking steps to investigate and clarify the details of, and potential impact arising from, the Purported Licensing Agreements and the wrongdoing of Mr Wu and the former vice presidents of the Company removed by the Board on 8 August 2014. To the date of this announcement, despite the Company's request, Mr Wu has not provided copies of the Purported Licensing Agreements. The investigation may reveal certain misconduct of the persons mentioned above that violated the regulations and policies of the Company in relation to the Company's internal controls and financial reporting system. The Company is progressing the investigation and will further update the shareholders of the Company on the progress of the investigation in due course.

Trading in the shares of the Company was suspended with effect from 9:00 a.m. on 11 August 2014 and will remain suspended until further announcement in relation to inside information of the Company.

By Order of the Board

NVC LIGHTING HOLDING LIMITED

Wang Donglei

Chairman

Hong Kong, 28 August 2014

As at the date of this announcement, the Board consists of the following directors:

Executive Directors:

WU Changjiang

WANG Dongming

XIAO Yu

XIONG Jie

Non-executive Directors:

LIN Ho-Ping

ZHU Hai

WANG Donglei

LI Wei

Independent Non-executive Directors:

WANG Jinsui
LEE Kong Wai, Conway
WU Ling
WANG Xuexian
WEI Hongxiong