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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

This announcement is made by NVC Lighting Holding Limited (the “Company” and, together with its subsidiaries, the “Group”) pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

The board of directors of the Company (the “Board”) wishes to inform shareholders and potential investors of the Company that, based on the preliminary assessment of the available unaudited financial information of the Group for the year ended 31 December 2014, the Group is expected to record a substantial loss attributable to owners of the parent for the year ended 31 December 2014 as compared to a profit attributable to owners of the parent for the year ended 31 December 2013.

The expected substantial loss for the year 2014 is mainly attributable to the following factors:

1. The Group expects to record lower revenue and gross profit for the second half of 2014 as a result of (i) the suspension of production of the Company’s Wanzhou factory from 8 August 2014 to early November 2014, and (ii) the refusal of Mr. Wu Changjiang (the “Mr. Wu”) and his supporters to hand over physical control of the Chongqing office of NVC Lighting (China) Co., Ltd. after the removal of Mr. Wu, both of which have adversely affected the Group’s regular management and business operations.

2. The Group plans to make a substantial provision for potential losses in connection with a series of pledge and guarantee agreements entered into by Mr. Wu purportedly on behalf of NVC Lighting (China) Co., Ltd., details of which were provided in the earlier announcements of the Company dated 10 September 2014, 8 October 2014, 6 November 2014, 19 November 2014 and 6 February 2015. Mr. Wu’s entering into those agreements was carried out without the knowledge of the current Board and the Board has not been provided by Mr. Wu with a proper explanation that the agreements were entered into in the interests of the Company and its shareholders

as a whole. The Company is presently taking legal steps in the PRC against Mr. Wu and others to protect its interests.

The expected substantial loss referred to in this announcement has not been audited or reviewed by the Company's auditor or the Company's audit committee, and is only a preliminary assessment by the Board with reference to currently available information. The Company is in the process of finalising the Group's results for the year ended 31 December 2014. Further details of the Group's financial results will be disclosed in the annual results announcement of the Company, which will be published in due course pursuant to the requirements of the Listing Rules.

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

Suspension of trading

Trading in the shares of the Company has been suspended with effect from 9:00 a.m. on 11 August 2014 and will remain suspended until further notice.

By Order of the Board
NVC LIGHTING HOLDING LIMITED
Wang Donglei
Chairman

Hong Kong, 24 February 2015

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

Executive Directors:

WANG Donglei
WANG Dongming
XIAO Yu
XIONG Jie

Non-executive Directors:

LIN Ho-Ping
ZHU Hai
LI Wei

Independent Non-executive Directors:

LEE Kong Wai, Conway
WU Ling
WANG Xuexian
WEI Hongxiong