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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(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited 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”) refers to the announcements of the Company dated 10 September 2014, 8 October 2014, 6 November 2014 and 19 November 2014, in which the Company set out details of certain pledge and guarantee agreements (the “Purported Pledge and Guarantee Agreements”) entered into by Mr. Wu Changjiang (“Mr. Wu”) purportedly on behalf of NVC Lighting (China) Co., Ltd. (“NVC China”). We further refer to the announcement of the Company dated 24 February 2015, in which it stated that the Company was taking legal steps in the PRC against Mr. Wu and others.

In its earlier announcements, the Company had noted that about RMB550 million had been withdrawn from its bank accounts by various PRC banks (the “PRC Banks”), in connection with the Purported Pledge and Guarantee Agreements. The Board wishes to inform the shareholders of the Company that NVC China has commenced several proceedings in the PRC against Mr. Wu and other defendants in connection with the Purported Pledge and Guarantee Agreements. In those proceedings, NVC China’s position is that the Purported Pledge and Guarantee Agreements are not legally valid or enforceable by the PRC Banks, and NVC China is claiming approximately RMB600 million in total from Mr. Wu and other defendants. Pursuant to PRC court orders issued in connection with these proceedings, some assets of the defendants have been frozen. The Company believes that the value of the frozen assets is about RMB 1 billion. However, such frozen assets are also subject to other third party claims and at present, it appears that up to about RMB 700 million of such third party claims could potentially have a priority interest over NVC China’s claims. Accordingly NVC China’s claim may not be fully satisfied even if it prevails in court. The Company believes that it may potentially take a few years for the various claims to be resolved. In addition to these proceedings, the Company is also considering the possibility of taking additional legal actions to protect its interests.

Separately, we refer to the announcement of the Company dated 6 November 2014, in which it set out details of a guarantee agreement (the “Purported Guarantee Agreement”) that Mr. Wu entered into, purportedly on behalf of NVC China, with the Chongqing branch of a PRC bank (the “Bank”) on 7 March 2014, and in which it stated that approximately RMB53 million of funds held in NVC China’s bank account with the Bank were frozen pursuant to a PRC court order. The Company’s latest estimate of these frozen funds is approximately RMB54 million. The Bank has commenced proceedings in the PRC against Mr. Wu and other defendants (including NVC China) in connection with the Purported Guarantee Agreement. The Bank is claiming approximately RMB60 million plus interest and NVC China is presently taking steps to defend the action, including challenging the legal validity and enforceability of the Purported Guarantee Agreement.

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, 14 April 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