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Potential investors should be aware that no stabilising action can be taken to support the price of the Shares for longer than the stabilising period which will begin on the Listing Date following announcement of the Offer Price and is expected to expire on 11 June 2010, being the 30th day after the date expected to be the last date for lodging applications under the Hong Kong Public Offering. After this date, when no further action may be taken to support the price of the Shares, demand for the Shares, and therefore the price of the Shares, could fall.

In connection with the Global Offering, Goldman Sachs International, as Stabilising Manager, or any person acting for it, on behalf of the Underwriters, may, to the extent permitted by applicable laws of Hong Kong or elsewhere, over-allocate or effect any other transactions with a view to stabilising or maintaining the market price of the Shares at a level higher than that which might otherwise prevail in the open market for a limited period after the last day for the lodging of applications under the Hong Kong Public Offering. Any market purchases of Shares will be effected in compliance with all applicable laws and regulatory requirements. However, there is no obligation on the Stabilising Manager or any person acting for it to conduct any such stabilising activity, which if commenced, will be done at the absolute discretion of the Stabilising Manager and may be discontinued at any time. Any such stabilising activity is required to be brought to an end within 30 days of the last day for the lodging of applications under the Hong Kong Public Offering. The number of Shares that may be over-allocated will not exceed the number of Shares that may be sold under the Over-allotment Option, which is approximately 15% of the Offer Shares available under the Global Offering. Further details on stabilisation are contained in the Prospectus. Stabilising action will be entered into in accordance with the laws, rules and regulations in place in Hong Kong on stabilisation and stabilisation action permitted in Hong Kong pursuant to the Securities and Futures (Price Stabilising) Rules under the Securities and Futures Ordinance.

NVC 雷士照明

NVC LIGHTING HOLDING LIMITED

雷士照明控股有限公司

(Incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering : 727,538,000 Shares (subject to adjustment and the Over-allotment Option)
Number of Hong Kong Offer Shares : 72,754,000 Shares (subject to adjustment)
Number of International Offer Shares : 654,784,000 Shares (subject to adjustment and the Over-allotment Option)
Maximum Offer Price : HK\$2.90 per Offer Share, plus brokerage fee of 1.0%, SFC transaction levy of 0.004% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal Value : US\$0.0000001 per Share
Stock Code : 2222

*Joint Global Coordinators, Joint Bookrunners and Joint Sponsors
(in alphabetical order)*

**Goldman
Sachs**

HSBC 

Joint Lead Managers

**Goldman
Sachs**

HSBC 

 **交銀國際**
BOCOM INTERNATIONAL

The Global Offering consists of (subject to adjustment) (a) the Hong Kong Public Offering of initially 72,754,000 Shares (subject to adjustment) in Hong Kong and (b) the International Offering of initially 654,784,000 Shares (subject to adjustment) in the United States with QIBs in reliance on Rule 144A or another exemption under the U.S. Securities Act, and outside the United States in reliance on Regulation S, representing approximately 10% and 90%, respectively, of the total number of Shares initially being offered in the Global Offering. Application has been made to the Listing Committee of the Stock Exchange for the granting of the approval for the listing of, and permission to deal in, the Shares in issue and to be issued as described in the Prospectus (including the additional Shares to be offered pursuant to the exercise of the Over-allotment Option), as well as compliance with stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Stock Exchange or any other date HKSCC chooses. Settlement of transactions between participants of the Stock Exchange in any trading day is required to take place in CCASS on the second business day thereafter. All activities of CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Assuming the Hong Kong Public Offering becomes unconditional at or before 8:00 a.m. in Hong Kong on 20 May 2010, it is expected that dealings in the Shares on the Stock Exchange are expected to commence at 9:30 a.m. on 20 May 2010. In the event the Over-allotment Option is exercised, an announcement will be made.

The Shares will be traded in board lots of 1,000 Shares each. Applicants must pay the maximum Offer Price of HK\$2.90 per Hong Kong Offer Share, plus brokerage fee of 1%, SFC transaction levy of 0.004% and the Stock Exchange trading fee of 0.005% at the time of application. This means that for the first 1,000 Shares, applicants will have to pay HK\$2,929.27. Applications must be for a minimum of 1,000 Shares.

Applicants who apply on **white** Application Forms for 1,000,000 or more Hong Kong Offer Shares and have indicated in their Application Forms that they wish to collect (where applicable) refund checks and (where applicable) Share certificates in person from the Company's Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, may collect (where applicable) refund checks and (where applicable) Share certificates in person from 9:00 a.m. to 1:00 p.m. on 19 May 2010. Identification and (where applicable) authorisation documents acceptable to Computershare Hong Kong Investor Services Limited must be produced at the time of collection. If you are a corporate applicant, you must attend by your authorised representative bearing a letter of authorisation from your corporation stamped with your company chop.

Applicants who apply by giving **electronic application instructions to the White Form eIPO** Service Provider through the **White Form eIPO** service (www.eipo.com.hk) for 1,000,000 or more Hong Kong Offer Shares and who wish to collect (where applicable) Share certificates in person from the Company's Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, may collect (where applicable) Share certificates in person from 9:00 a.m. to 1:00 p.m. on 19 May 2010. Identification and (where applicable) authorisation documents acceptable to Computershare Hong Kong Investor Services Limited must be produced at the time of collection.

Applicants who apply by giving **electronic application instructions to the White Form eIPO** Service Provider through the **White Form eIPO** service (www.eipo.com.hk) and paid the application monies through a single bank account, may have **White Form e-Refund** payment instructions (if any) despatched to their application payment bank account on 19 May 2010. Applicants who apply through the **White Form eIPO** service by paying the application monies through multiple bank accounts, may have (where applicable) refund check(s) sent to the address specified in their application instructions to the designated **White Form eIPO** Service Provider on 19 May 2010, by ordinary post and at their own risk.

Applicants who apply on **yellow** Application Forms for 1,000,000 or more Hong Kong Offer Shares and have indicated in their Application Forms that they wish to collect refund checks in person may collect their refund checks (if any) but may not elect to collect their Share certificates, as they will be deposited into CCASS for credit to their designated CCASS Participants' stock accounts or CCASS Investor Participant stock accounts, as appropriate. The procedure for collection of refund checks for applicants who apply on **yellow** Application Forms for Shares is the same as that for **white** Application Form applicants. Instead of using **yellow** Application Forms, applicants may electronically instruct HKSCC to cause HKSCC Nominees to apply for the Hong Kong Offer Shares on their behalf via CCASS. Any Hong Kong Offer Shares allocated to such applicants will be registered in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock account or their designated CCASS Participant's stock account.

Applicants who would like to have allotted Hong Kong Offer Shares registered in their own names should complete and sign the **white** Application Forms or give **electronic application instructions to the White Form eIPO** Service Provider through the **White Form eIPO** service (www.eipo.com.hk). Applicants who would like to have allotted Hong Kong Offer Shares registered in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock account or the stock account of their designated CCASS participants maintained in CCASS should either (i) complete and sign the **yellow** Application Forms, copies of which, together with the Prospectus, may be obtained during normal business hours from 9:00 a.m. on 7 May 2010 until 12:00 noon on 12 May 2010 at the Depository Counter of HKSCC, at 2nd Floor, Vicwood Plaza, 199 Des Voeux Road, Central, Hong Kong or from their stockbroker, or (ii) arrange to give **electronic application instructions to HKSCC** via CCASS. No receipt will be issued for application monies received.

Copies of the Prospectus, together with **white** Application Forms, may be obtained during normal business hours in the same period from any of the following branches of The Hongkong and Shanghai Banking Corporation Limited:

	Branch Name	Address		Branch Name	Address
Hong Kong Island	Hong Kong Office	Level 3, 1 Queen's Road Central, HK	Kowloon	Kwun Tong Branch	No. 1, Yue Man Square, Kwun Tong, KLN
	Cityplaza Branch	Unit 065, Cityplaza I, Taiikoong Shing, HK		Mong Kok Branch	L/G & U/G, 673 Nathan Road, Mong Kok, KLN
	Sheung Wan Branch	Shop A, G/F, Guangdong Investment Tower, 293-301 Des Voeux Road Central, HK		Whampoa Garden Branch	Shop No. G6 & 6A, G/F, Site 4, Whampoa Garden, KLN
	Chai Wan Branch	Shop No. 1-11, Block B, G/F, Walton Estate, Chai Wan, HK		East Point City Branch	Shop No. 198, East Point City, 8 Chung Wa Road, Tseung Kwan O, NT
	Hay Wah Building Branch	G/F, Hay Wah Bldg, 71-85B Hennessy Rd, Wan Chai, HK		Citywalk Branch	Shops G21-22, Citywalk, 1 Yeung Uk Road, Tsuen Wan, NT
			New Territories	Tuen Shing Street Branch	Shop No. 1225, 1/F, Tuen Mun Town Plaza Phase 1, 1 Tuen Shing Street, Tuen Mun, NT
				Citylink Plaza Branch	Shops 38-46, Citylink Plaza, Shatin Station Circuit, Sha Tin, NT

To be valid, each Application Form must be, amongst other things, accompanied by either one check or one banker's cashier order which is crossed "Account Payee Only" and made payable to "HSBC Nominees (Hong Kong) Limited – NVC Lighting Public Offer". Both **white** and **yellow** Application Forms completed in all respects in accordance with the instructions printed thereon (to which checks or banker's cashier orders should be securely stapled) should be deposited in the special collection boxes provided at any of the branches referred to above at the following times on the following dates:

Friday, 7 May 2010 – 9:00 a.m. to 4:30 p.m.
Saturday, 8 May 2010 – 9:00 a.m. to 1:00 p.m.
Monday, 10 May 2010 – 9:00 a.m. to 4:30 p.m.
Tuesday, 11 May 2010 – 9:00 a.m. to 4:30 p.m.
Wednesday, 12 May 2010 – 9:00 a.m. to 12:00 noon

Applicants can also apply for Hong Kong Offer Shares through the **White Form eIPO** service as follow:

Applicants can also apply by giving **electronic application instructions to the White Form eIPO** Service Provider through the **White Form eIPO** service (www.eipo.com.hk) from 9:00 a.m. on 7 May 2010 until 11:30 a.m. on 12 May 2010 (or such later date as may apply in the case of a tropical cyclone warning signal number 8 or above or a "black" rainstorm warning signal being in force as described in the section headed "How to apply for Hong Kong Offer Shares – Effect of bad weather conditions on the opening of the application lists" in the Prospectus). The latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on 12 May 2010, the last application day, or if the application lists are not open on that day, then by the time and date stated in the section headed "How to apply for Hong Kong Offer Shares – Effect of bad weather conditions on the opening of the application lists" in the Prospectus. Applicants will not be permitted to submit applications to the **White Form eIPO** Service Provider after 11:30 a.m. on the last day for submitting applications. If you have already submitted your application and obtained an application reference number from the website prior to 11:30 a.m., you will be permitted to continue the application process (by completing payment of application monies) until 12:00 noon on the last application day, when the application lists close.

Applicants by giving electronic application instructions to HKSCC via CCASS

A CCASS Investor Participant may give **electronic application instructions** through the CCASS Phone System by calling 2979 7888 or through the CCASS Internet System at <https://ip.ccass.com> (using the procedures contained in HKSCC's "An Operating Guide for Investor Participants" in effect from time to time) or go to HKSCC's Customer Service Centre at 2nd Floor, Vicwood Plaza, 199 Des Voeux Road, Central, Hong Kong and complete an input request form. Prospectuses are also available for collection at the Customer Services Centre of HKSCC.

If you are not a CCASS Investor Participant, you may instruct a broker or custodian who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions to HKSCC** via CCASS terminals to apply for Hong Kong Offer Shares on your behalf. CCASS Clearing/Custodian Participants can input **electronic application instructions** through CCASS at the following times:

Friday, 7 May 2010 – 9:00 a.m. to 8:30 p.m.⁽¹⁾
Saturday, 8 May 2010 – 8:00 a.m. to 1:00 p.m.⁽¹⁾
Monday, 10 May 2010 – 8:00 a.m. to 8:30 p.m.⁽¹⁾
Tuesday, 11 May 2010 – 8:00 a.m. to 8:30 p.m.⁽¹⁾
Wednesday, 12 May 2010 – 8:00 a.m.⁽¹⁾ to 12:00 noon

⁽¹⁾ These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants.

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on 7 May 2010 until 12:00 noon on 12 May 2010 (24 hours daily, except the last day of application).

The application lists will be open from 11:45 a.m. to 12:00 noon on 12 May 2010 (or such later date as may apply in case of certain bad weather conditions as described under the section headed "How to apply for Hong Kong Offer Shares – Effect of bad weather conditions on the opening of the Application Lists") in the Prospectus.

Subject to the terms and conditions set out in the Prospectus and the Application Forms relating thereto, applications made on **white** or **yellow** Application Forms, or by giving electronic application instruction to HKSCC, must be received no later than 12:00 noon on 12 May 2010 (or if the application lists are not open on that day, then by 12:00 noon on the next Business Day the lists are open). Please see the section headed "How to apply for Hong Kong Offer Shares" in the Prospectus for further details. If the conditions to the Global Offering are not fulfilled or waived prior to the times and dates specified, the Global Offering will lapse and the Stock Exchange will be notified immediately. The Company will cause notice of the lapse of the Hong Kong Public Offering to be published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) on the next day following such lapse. In such eventuality, all application monies will be returned, without interest, on the terms set out in the section headed "How to Apply for Hong Kong Offer Shares" of the Prospectus.

For allocation purposes only, the Hong Kong Offer Shares (before taking into account any adjustment in the number of Offer Shares allocated between the Hong Kong Public Offering and the International Offering) will be divided equally (to the nearest board lot) into two pools of 36,377,000 Shares each: pool A and pool B, both of which are available on an equitable basis to successful applicants. The Hong Kong Offer Shares in pool A will be allocated on an equitable basis to applicants who have applied for Hong Kong Offer Shares with a total subscription amount of HK\$5 million (excluding the brokerage, SFC transaction levy and Stock Exchange trading fee payable) or below. The Hong Kong Offer Shares in pool B will be allocated on an equitable basis to applicants who have applied for Hong Kong Offer Shares with a total subscription amount of more than HK\$5 million (excluding the brokerage, SFC transaction levy and Stock Exchange trading fee payable) and up to the total value of pool B. Applicants should be aware that applications in different pools may receive different allocation ratios. Where one but not both of the pools is undersubscribed, the surplus Hong Kong Offer Shares will be transferred to the other pool to satisfy demand in that pool and be allocated accordingly. Applicants can only receive an allocation of Hong Kong Offer Shares from either pool A or pool B but not from both pools. Multiple or suspected multiple applications and any application for more than 100% of the Hong Kong Offer Shares available for allocation under pool A or pool B are liable to be rejected.

The Offer Price is expected to be fixed by agreement between the Joint Global Coordinators, on behalf of the Underwriters, and the Company on the Price Determination Date. The Offer Price will not exceed the maximum Offer Price of HK\$2.90. The Price Determination Date is expected to be on or around 13 May 2010 and, in any event, not later than 17 May 2010. If for any reason, the Offer Price is not agreed by 17 May 2010, the Global Offering will not proceed and will lapse. It is expected that the level of indication of interest in the International Offering, the Offer Price and the level of applications and the basis of allotment under the Hong Kong Public Offering will be published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) on 19 May 2010. The results of allocation (with identification document numbers of successful applicants and the number of the Hong Kong Offer Shares successfully applied for) will be published on the Stock Exchange's website at www.hkexnews.hk, Company's website at www.nvc-lighting.com.cn and the result of allotment website www.iporesults.com.hk and other channels as described in the section headed "How to apply for Hong Kong Offer Shares – Results of Allocations" in the Prospectus.

If your application for Shares under the Hong Kong Public Offering is partially successful, wholly unsuccessful or if the Offer Price is less than the maximum Offer Price of HK\$2.90, your application monies (or the relevant portion of it) will be refunded to you without interest on terms set out in the section headed "How to Apply for Hong Kong Offer Shares – Despatch/Collection of Share Certificates and Refund Monies" of the Prospectus.

If you are applying using a **yellow** Application Form or by giving **electronic application instructions to HKSCC** and your application is wholly or partially successful, your Share certificate will be issued in the name of HKSCC Nominees and deposited into CCASS for credit to your CCASS Investor Participant stock account or the stock account of any designated CCASS Participant giving **electronic application instructions** on your behalf or as instructed by you in your **yellow** Application Form at the close of business on 19 May 2010 or in the event of a contingency, on any other date as shall be determined by HKSCC or HKSCC Nominees. If you are applying through a designated CCASS Participant (other than a CCASS Investor Participant), you can check the number of Hong Kong Offer Shares allocated to you (and the amount of refund money payable to you if you have instructed a CCASS Clearing/Custodian Participant to give **electronic application instructions** on your behalf) with that CCASS Participant. If you are applying as a CCASS Investor Participant, you should check the announcement published by the Company on 19 May 2010 and report any discrepancies to HKSCC before 5:00 p.m. on 19 May 2010 or such other date as shall be determined by HKSCC or HKSCC Nominees. Immediately after the credit of the Hong Kong Offer Shares to your account, you can also check your new account balance via the CCASS Phone System and CCASS Internet System (under the procedures contained in HKSCC's "An Operating Guide for Investor Participants" in effect from time to time). HKSCC will also make available to you an activity statement showing the number of Hong Kong Offer Shares credited to your CCASS Investor Participant stock account and the amount of refund money (if any) credited to your designated bank account (if you are applying by giving **electronic application instructions to HKSCC**).

In connection with the Global Offering, Goldman Sachs International, as Stabilising Manager, or any person acting for it, on behalf of the Underwriters, may, to the extent permitted by applicable laws of Hong Kong or elsewhere, over-allocate or effect any other transactions with a view to stabilising or maintaining the market price of the Shares at a level higher than that which might otherwise prevail in the open market for a limited period after the last day for the lodging of applications under the Hong Kong Public Offering. Any market purchases of Shares will be effected in compliance with all applicable laws and regulatory requirements. However, there is no obligation on the Stabilising Manager or any person acting for it to conduct any such stabilising activity, which if commenced, will be done at the absolute discretion of the Stabilising Manager and may be discontinued at any time. Any such stabilising activity is required to be brought to an end within 30 days of the last day for the lodging of applications under the Hong Kong Public Offering. The number of Shares that may be over-allocated will not exceed the number of Shares that may be sold under the Over-allotment Option, which is approximately 15% of the Offer Shares available under the Global Offering. Further details on stabilisation are contained in the Prospectus. Stabilising action will be entered into in accordance with the laws, rules and regulations in place in Hong Kong on stabilisation and stabilisation action permitted in Hong Kong pursuant to the Securities and Futures (Price Stabilising) Rules under the Securities and Futures Ordinance.

Prospective applicants for and investors in the Offer Shares should, among other things, note that no stabilising action can be taken to support the price of the Shares for longer than the stabilising period which will begin on the Listing Date following announcement of the Offer Price, and is expected to expire on 11 June 2010, being the 30th day after the last date for lodging applications under the Hong Kong Public Offering. After this date, when no further stabilising action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.

Dealings in the Offer Shares on the Stock Exchange are expected to commence on 20 May 2010. The Company will not issue any temporary document of title.

As of the date of this announcement, the executive Directors are Mr. Wu Changjiang, Mr. Wu Jianong and Mr. Mu Yu, the non-executive Directors are Mr. Xia Lei, Mr. Yan Andrew Y., Mr. Lin Ho-Ping Brandon and Ms. Hui Ming Yunn Stephanie and the independent non-executive Directors are Mr. Alan Russell Powrie, Mr. Karel Robert Den Daas and Mr. Wang Jinsui.

By order of the Board
NVC Lighting Holding Limited
Changjiang Wu
Chairman