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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”, 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”) and 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”) wishes to inform the shareholders (the “Shareholders”) of the Company and potential investors that the Group is expected to record a significant decrease in profit for the year ended 31 December 2012 as compared to the corresponding period in year 2011.

The Board considers that the anticipated decrease in profits of the Group was primarily attributable to the following factors:

- impairment of the goodwill arising from the acquisition of World Through Investments Limited and its wholly-owned subsidiaries by the Group on 29 August 2008;
- increase in product costs; and
- decrease in consumer demand and sales volume.

The Company is still in the process of finalizing the audit of the final results of the Group for the year ended 31 December 2012. The information contained in this announcement is only based on the Board’s preliminary assessment in accordance with the consolidated management accounts of the Group for the year ended 31 December 2012 and other information currently available to the Company, but not based on any financial data or information that has been audited or reviewed by the Company’s auditors. Details of the Group’s financial performance will be disclosed in the 2012 annual results announcement of the Company, which is expected to be published before the end of March 2013. Shareholders and investors are advised to read carefully the results announcement.

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

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

Hong Kong, 20 March 2013

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

*Executive Directors:*

MU Yu

*Non-executive Directors:*

YAN Andrew Y

LIN Ho-Ping

ZHU Hai

Wang Donglei

*Independent Non-executive Directors:*

WANG Jinsui

YUNG Tse Kwong, Steven

LEE Kong Wai, Conway