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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)

**(I) PROPOSED REMOVAL OF EXECUTIVE DIRECTOR AND REMOVAL
OF CHIEF EXECUTIVE OFFICER AND SENIOR MANAGERS**
(II) APPOINTMENT OF EXECUTIVE DIRECTORS
(III) ESTABLISHMENT OF EMERGENCY COMMITTEE

**(I) PROPOSED REMOVAL OF EXECUTIVE DIRECTOR AND REMOVAL
OF CHIEF EXECUTIVE OFFICER AND SENIOR MANAGERS**

The board of directors of the Company (the “**Board**”) announces that it has resolved to remove Mr Wu Changjiang (吳長江) from the office of chief executive officer of the Company, and to appoint Mr Wang Donglei (王冬雷) as the interim chief executive officer of the Company. The Board has also resolved to remove Mr Wu Changyong (吳長勇), Mr Mu Yu (穆宇) and Mr Wang Minghua (王明華) from their offices of vice president of the Company, to requisition for an extraordinary general meeting of the Company (the “**EGM**”), and to propose an ordinary resolution at the EGM to remove Mr Wu Changjiang (吳長江) from the office of executive director of the Company.

The reasons for the Board’s decision are set out below.

A circular containing further details, and a notice of the EGM, will be sent to the shareholders of the Company as soon as practicable.

Recent developments

The Company has recently become aware of certain wrongdoing relating to Mr Wu Changjiang (吳長江), which calls into question his ability to be a fit and proper person to continue to discharge his responsibilities as an executive director of the Company. In particular, the majority of the Board has been informed by Mr Wu Changjiang (吳長江) 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 Changjiang (吳長江), 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.

The Company is currently investigating this matter and will take all necessary legal actions to protect the interests of the Company and its shareholders if any brand name(s), trademark(s) or other intellectual property of the Company or its subsidiaries is misused by the Three Companies.

Further, the majority of the Board has also become aware of certain wrongdoing relating to Mr Wu Changyong (吳長勇), Mr Mu Yu (穆宇) and Mr Wang Minghua (王明華).

Accordingly, the majority of the Board is of the view that it would not be in the best interests of the Company and its shareholders to allow Mr Wu Changjiang (吳長江) to continue to be the executive director and chief executive officer of the Company, nor for Mr Wu Changyong (吳長勇), Mr Mu Yu (穆宇) and Mr Wang Minghua (王明華) to continue to act as vice presidents of the Company.

The Company is taking steps to clarify the details of and potential impact arising from the matters above. The Company will release a further announcement when additional relevant material information becomes available.

(II) APPOINTMENT OF EXECUTIVE DIRECTORS

The Board is pleased to announce that Mr Xiao Yu (肖宇) who has been serving as a non-executive director has been appointed as an executive director of the Company, and Mr Xiong Jie (熊傑) has been appointed as an executive director of the Company.

The biography of Mr Xiong is as follows:

Mr Xiong Jie (熊傑), aged 48, has many years of experience in product manufacturing and business management. He served as a business representative of Jiangsu Local Industrial Supply and Marketing Corporation (江蘇省地方工業供銷公司) from 1988 to 1992 and worked as the Secretary to the General Manager, Section Chief of the GM Office and Section Chief of Operational Work Division of Jiangsu Provincial Petroleum Corporation (江蘇省石油總公司) from 1992 to 1997. From 2000 to 2006, he worked as the Director of the Human Resource Department of the Air-conditioning Business Division, Director of the Operation and Management Department of the Refrigeration Appliances Group, Director of the Management Department of the Commercial Air-conditioning Business Division of Guangdong Midea Group (廣東美的集團), Director of the Operation and Management Department of Guangzhou Valin Group (廣州華凌集團), Assistant to the General

Manager and Director of the Management Department of Chongqing Midea General Refrigeration Equipment Co., Ltd. (重慶美的通用製冷設備有限公司). From August 2006 onwards, he worked as the Director of the Operation and Management Department, Assistant to the President and ACA General Manager, Vice President and General Manager of New Energies Business Department, Vice President and General Manager of Elec-Tech Photoelectric Technology Dalian Co. Ltd. (大連德豪光電科技有限公司總經理). He is currently the Executive Vice President of Elec-Tech International Co., Ltd. (廣東德豪潤達電氣股份有限公司). Mr. Xiong completed a graduate program and obtained a MBA degree from the National University of Singapore in July 1999.

Save as disclosed above, Mr Xiong has not held any other directorships in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas. Mr Xiong does not have any relationships with other directors, senior management, substantial shareholders (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), or controlling shareholders (as defined in the Listing Rules) of the Company.

Mr Xiong does not have any interests in nor is he deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the Securities and Futures Ordinance.

Mr Xiong will enter into a Letter of Appointment with the Company for a term of three years, which can be terminated by either party by giving three months’ written notice. He is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company, in accordance with the Articles of Association of the Company. Mr Xiong’s remuneration will be determined by the Remuneration Committee of the Board, based on the Company’s revenue and comparable market statistics.

Save as disclosed above, there is no other information which is discloseable pursuant to the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters relating to the appointment of Mr Xiong that need to be brought to the attention of the shareholders of the Company.

The Board welcomes Mr Xiong as a member of the Board.

(III) ESTABLISHMENT OF THE EMERGENCY COMMITTEE

The Board has also resolved today to set up an emergency committee comprising Mr Wang Donglei (王冬雷), Mr Xiao Yu (肖宇) and Mr Wei Hongxiong (魏宏雄).

The emergency committee shall be authorised by the Board, in the event of an emergency, to exercise the powers and perform the duties on behalf of the Board, which include without limitation:

1. To alter the internal organisational structure, appointment of management personnel, execution of business contracts, making financial payments and other matters, in compliance with applicable laws and regulations, the Listing Rules and the Articles of Association of the Company; and

2. To publish announcements on behalf of the Board on the website of The Stock Exchange of Hong Kong Limited.

By Order of the Board

NVC LIGHTING HOLDING LIMITED

Wang Donglei

Chairman

Hong Kong, 8 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