



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 (comprising 693,913,000 new Shares and 33,625,000 Sale Shares, subject to the Over-allotment Option)
Number of International Offer Shares :	654,784,000 Shares (comprising 621,159,000 new Shares and 33,625,000 Sale Shares, subject to adjustment and the Over-allotment Option)
Number of Hong Kong Offer Shares :	72,754,000 Shares (subject to adjustment)
Maximum Offer Price :	HK\$2.90 per Hong Kong Offer Share, plus 1% brokerage, SFC transaction levy of 0.004%, and Hong Kong 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

Hong Kong Exchanges and Clearing Limited, the Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this prospectus, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this prospectus.

A copy of this prospectus, having attached thereto the documents specified in the paragraph headed "Documents Delivered and Available for Inspection" in Appendix VII to this prospectus, has been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Hong Kong Companies Ordinance. The Securities and Futures Commission and the Registrar of Companies in Hong Kong take no responsibility for the contents of this prospectus or any other document referred to above.

See the section headed "Risk Factors" in this prospectus for a discussion of certain risks that you should consider before investing in the Shares.

The Offer Price is expected to be fixed by agreement between the Joint Global Coordinators (on behalf of the Underwriters), the Base Offering Selling Shareholders and us on the Price Determination Date. The Price Determination Date is expected to be on or around 13 May 2010 and, in any event, not later than 17 May 2010. The Offer Price will be not more than HK\$2.90 and is currently expected to be not less than HK\$2.03. If, for any reason, the Offer Price is not agreed by 17 May 2010 between the Joint Global Coordinators (on behalf of the Underwriters) and us, the Global Offering will not proceed and will lapse.

The Joint Global Coordinators (on behalf of the Underwriters) may, with our consent, and the consent of the Base Offering Selling Shareholders, reduce the number of Offer Shares being offered under the Global Offering and/or the indicative offer price range below that stated in this prospectus at any time on or prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such a case, an announcement will be published in South China Morning Post (in English) and Hong Kong Economic Times (in Chinese), on the Stock Exchange's website at www.hkexnews.hk and on the Company's website at www.nvc-lighting.com.cn not later than the morning of the day which is the last day for lodging applications under the Hong Kong Public Offering. For further information, see the section headed "Structure of the Global Offering" in this prospectus.

The obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement are subject to termination by the Joint Global Coordinators (on behalf of the Underwriters) if certain grounds arise prior to 8:00 a.m. on the day that trading in our Offer Shares commences on the Hong Kong Stock Exchange. For further information relating to the grounds for termination, see the section headed "Underwriting" in this prospectus.

The Offer Shares have not been and will not be registered under the US Securities Act and may not be offered or sold, pledged or transferred within the United States or to, or for the account or benefit of US persons, except that the Offer Shares may be offered, sold or delivered to QIBs in reliance on Rule 144A or other exemption(s) from registration under the US Securities Act or outside the United States in reliance on Regulation S under the US Securities Act.