CONTENTS

IMPORTANT NOTICE TO INVESTORS

This prospectus is issued by NVC Lighting Holding Limited solely in connection with the Hong Kong Public Offering and does not constitute an offer to sell or a solicitation of an offer to buy any security other than the Hong Kong Offer Shares offered by this prospectus pursuant to the Hong Kong Public Offering. This prospectus may not be used for the purpose of, and does not constitute, an offer or invitation in any other jurisdiction or in any other circumstances. No action has been taken to permit a public offering of the Offer Shares or the distribution of this prospectus in any jurisdiction other than Hong Kong.

You should rely only on the information contained in this prospectus and the Application Forms to make your investment decision.

We have not authorised anyone to provide you with information that is different from what is contained in this prospectus. Any information or representation not made in this prospectus must not be relied on by you as having been authorised by us, the Selling Shareholders, the Joint Global Coordinators, any of the Underwriters, any of their respective directors, or any other person or party involved in the Global Offering.

	Page
Expected Timetable	i
Contents	iii
Summary	1
Definitions	16
Glossary of Technical Terms	24
Forward-looking Statements	26
Risk Factors	27
Information About this Prospectus and the Global Offering	44
Directors and Parties Involved in the Global Offering	46
Corporate Information	49
Industry Overview	51
PRC Regulatory Overview	63
Our History and Structure	68
Our Business	86
Relationship with Our Largest Shareholder and Founder and Connected Transactions	118
Directors and Senior Management	139
Substantial Shareholders and Selling Shareholders	147

CONTENTS

			Page
Share Capital			149
Cornerstone II	nvest	ors	151
Financial Information			
Future Plans and Use of Proceeds			
Underwriting			196
Structure of the	he Gl	obal Offering	201
How to Apply	for	Hong Kong Offer Shares	207
Appendix I	_	Accountants' Report	I-1
Appendix II	_	Unaudited Pro Forma Financial Information	II-1
Appendix III	_	Profit Forecast	III-1
Appendix IV	_	Property Valuation	IV-1
Appendix V	_	Summary of the Constitution of the Company and Cayman Companies Law	V-1
Appendix VI		Statutory and General Information	VI-1
Appendix VII		Documents Delivered and Available for Inspection	VII-1