
DEFINITIONS

In this prospectus, unless the context otherwise requires, the following words and expressions have the following meanings.

“ABLE”	Able Dynamic Limited, a limited liability company incorporated in the BVI on 8 December 2003, 100% of its total issued share capital being held by Mr. Wu Kezhong (吳克忠), an Independent Third Party (other than being a Shareholder)
“Affiliate”	any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“Application Forms”	WHITE application form(s) and YELLOW application form(s) and GREEN application form(s), or where the context so requires, any of them
“Articles of Association” or “Articles”	our articles of association as currently adopted
“associate”	has the meaning ascribed thereto under the Listing Rules
“Base Offering Selling Shareholders”	NVC1 and Parkview
“Board”	the board of directors of the Company
“BOCOM International”	BOCOM International Securities Limited
“business day”	any day (other than Saturday and Sunday) on which banks in Hong Kong are generally open for normal banking business
“BVI”	The British Virgin Islands
“CAGR”	compound annual growth rate
“CALI”	China Association of Lighting Industry* (中國照明電器協會)
“Cayman Companies Law”	the Companies Law, Cap.22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant or a CCASS Custodian Participant or a CCASS Investor Participant
“China” or “PRC”	the People’s Republic of China, but for the purpose of this prospectus and for geographical reference only and except where the context requires, references in this prospectus to “China” and the “PRC” do not apply to Taiwan, the Macau Special Administrative Region and Hong Kong
“Chongqing Chidian”	Chongqing Chidian Technology Co., Ltd.* (重慶市馳電科技有限公司), a limited liability company incorporated in the PRC, 95% of its equity interest being held by Mianyang Leici and 5% of its equity interest being held by Wen Jiatao (文家濤), an Independent Third Party (other than being a Shareholder)

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"Chongqing NVC"	Chongqing NVC Lighting Co., Ltd.* (重慶雷士照明有限公司), a wholly foreign-owned enterprise with limited liabilities incorporated in the PRC on 1 December 2006 and our direct wholly-owned subsidiary
"Company" or "our Company"	NVC Lighting Holding Limited (雷士照明控股有限公司), a company incorporated in the BVI on 2 March 2006 and subsequently redomiciled to the Cayman Islands on 30 March 2010 as an exempted company under the laws of the Cayman Islands
"CSRC"	China Securities Regulatory Commission (中國證券監督管理委員會)
"Director(s)"	the director(s) of the Company
"Excluded Companies"	Zhejiang NVC, Jiangshan Youhe Machinery Co., Ltd.* (江山市友和機械有限公司), Quzhou Aushite Illumination Co., Ltd.* (衢州奧仕特照明有限公司), Jiangshan World Bright Crystal Co., Ltd.* (江山世明水晶玻璃有限公司), Jiangshan Liming Transportation Co., Ltd.* (江山市黎明貨運有限公司) and Hangzhou Tongren Software Co., Ltd.* (杭州同人軟件有限公司), each an associate (as defined under the Listing Rules) of Mr. Wu Jiannong, an executive Director of our Company
"Front Venture"	Front Venture Co., Ltd., a limited liability company incorporated in the BVI on 6 September 2000 which is held by Ms. Tang Wai Fong, an Independent Third Party (other than being a Shareholder)
"GBP"	United Kingdom pound, the lawful currency of the United Kingdom
"GDP"	gross domestic product
"Global Offering"	the Hong Kong Public Offering and the International Offering
"Goldman Sachs"	Goldman Sachs (Asia) L.L.C.
"Grandsun"	Grandsun International Investment Limited (正日國際投資有限公司), a company incorporated in the BVI on 28 April 2004, 100% of its total issued share capital being held by Yip Chi Yu (葉志如), an Independent Third Party (other than being a Shareholder)
"GREEN application form(s)"	the application form(s) to be completed by the White Form eIPO Service Provider, Computershare Hong Kong Investor Services Limited
"Group" or "our Group"	our Company and its subsidiaries
"GS"	GS Direct, L.L.C., a limited liability company incorporated under the Laws of the State of Delaware, one of our Shareholders, and a wholly-owned subsidiary of The Goldman Sachs Group, Inc.
"HKSCC"	Hong Kong Securities Clearing Company Limited
"HKSCC Nominees"	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
"Hong Kong Companies Ordinance"	the Hong Kong Companies Ordinance (Chapter 32 of the Laws of Hong Kong)
"Hong Kong dollars" or "HK\$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong Offer Shares"	the 72,754,000 Shares (subject to adjustment) being offered by us for subscription pursuant to the Hong Kong Public Offering
"Hong Kong Public Offering"	the offer of the Hong Kong Offer Shares for subscription by the public in Hong Kong

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“Hong Kong Share Registrar”	Computershare Hong Kong Investor Services Limited
“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Hong Kong TYU”	Hong Kong TYU Technology Co., Ltd., a limited liability company incorporated in Hong Kong on 17 July 2007 and our direct wholly-owned subsidiary
“Hong Kong Underwriters”	the several underwriters of the Hong Kong Public Offering listed in the section headed “Underwriting — Underwriters — Hong Kong Underwriters”
“Hong Kong Underwriting Agreement”	the underwriting agreement dated 6 May 2010 relating to the Hong Kong Public Offering and entered into by, among others, the Joint Global Coordinators, the Hong Kong Underwriters and us, as further described in the section headed “Underwriting — Underwriting Arrangements and Expenses” in this prospectus
“HSBC”	The Hongkong and Shanghai Banking Corporation Limited
“Huizhou NVC”	NVC Lighting Technology Co., Ltd.* (惠州雷士光電科技有限公司), a wholly foreign-owned enterprise with limited liabilities incorporated in the PRC on 29 April 2006 and our direct wholly-owned subsidiary
“IFRSs”	International Financial Reporting Standards
“Independent Third Party(ies)”	an individual(s) or a company(ies) who or which is/are not connected (within the meaning of the Listing Rules) with any Directors, chief executive or substantial shareholders (within the meaning of the Listing Rules) of our Company, its subsidiaries or any of their respective associates
“International Offer Shares”	the 654,784,000 Shares (subject to adjustment as described in the section headed “Structure of the Global Offering”) being offered by us and the Base Offering Selling Shareholders for subscription pursuant to the International Offering
“International Offering”	the offering of initially an aggregate of 654,784,000 Shares by us and the Base Offering Selling Shareholders to professional and institutional investors and other investors as further described in the section headed “Structure of the Global Offering”
“International Underwriters”	the several underwriters of the International Offering
“International Underwriting Agreement”	the international underwriting agreement relating to the International Offering and to be entered into by, among others, the Joint Global Coordinators, the International Underwriters and us on or about 13 May 2010, as further described in the section headed “Underwriting — International Offering” in this prospectus
“Jiangshan Phoebus”	Jiangshan Phoebus Lighting Electron Co., Ltd.* (江山菲普斯照明有限公司), a limited liability company incorporated in the PRC on 8 March 2006 and our indirect wholly-owned subsidiary

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“Joint Global Coordinators”, “Joint Bookrunners” or “Joint Sponsors”	Goldman Sachs and HSBC (in alphabetical order)
“Joint Lead Managers”	Goldman Sachs, HSBC and BOCOM International
“Kingview”	Kingview Global Limited, a limited liability company incorporated in the BVI on 15 May 2006 which is owned as to 30% by Mr. Wu Kezhong (吳克忠), an Independent Third Party (other than being a Shareholder), and Chen Jinxia (陳金霞) and Jiang Liping (姜麗萍), each being an Independent Third Party (other than previously being a Shareholder)
“Latest Practicable Date”	27 April 2010, being the latest practicable date prior to the printing of this prospectus for the purpose of ascertaining certain information in this prospectus prior to its publication
“Listing Date”	the date, expected to be on 20 May 2010, on which dealings in the Shares first commence on the Hong Kong Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
“Max Rich”	Hong Kong Max Rich Holdings Limited (香港富盛集團有限公司), a limited liability company incorporated in Hong Kong on 18 September 2008 and our indirect wholly-owned subsidiary
“Memorandum of Association” or “Memorandum”	the memorandum of association of our Company
“Mianyang Leici”	Mianyang Leici Electronic Technology Co., Ltd.* (綿陽雷磁電子科技有限公司), a limited liability company incorporated in the PRC, 35% of its equity interest being held by Huizhou NVC and its remaining equity interest being held by China Electronics Technology Group Corporation No. 9 Academy* (中國電子科技集團公司第九研究所) (as to 36%), Wen Jiatao (文家濤) (as to 15%) and Zhao Qiyi (趙七一) (as to 14%).
“Ministry of Commerce”	Ministry of Commerce of the PRC (中華人民共和國商務部)
“Mr. Wu” or “Founder”	Mr. Wu Changjiang (吳長江), our founder, chairman, chief executive officer and an executive Director
“NDRC”	the National Development and Reform Commission (中華人民共和國國家發展和改革委員會), a macroeconomic management agency under the State Council, which studies and formulates policies for economic and social development, maintain a balance of economic aggregates and guides the restructuring of the overall economic system
“NVC Industry”	Huizhou NVC Industry Development Co., Ltd.* (惠州雷士工業發展有限公司), a limited liability company incorporated in the PRC which was owned by Mr. Wu, Du Gang (杜剛) and Hu Yonghong (胡永宏) and de-registered on 7 September 2007; Du Gang and Hu Yonghong being Independent Third Parties
“NVC 1”	NVC One Limited, a limited liability company incorporated in the BVI on 29 October 2009 and one of our Shareholders
“NVC 2”	NVC Two Limited, a limited liability company incorporated in the BVI on 29 October 2009 and one of our Shareholders

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“NVC 3”	NVC Three Limited, a limited liability company incorporated in the BVI on 29 October 2009, and one of our Shareholders
“Offer Price”	the final Hong Kong dollar price per Share (exclusive of brokerage fee, Hong Kong Stock Exchange trading fee and SFC transaction levy) at which the Offer Shares are to be subscribed pursuant to the Hong Kong Public Offering
“Offer Shares”	the Hong Kong Offer Shares and the International Offering Shares together, where relevant, with any additional Shares issued pursuant to the exercise of the Over-allotment Option
“Over-allotment Option”	the option expected to be granted by the Company and the Over-allotment Selling Shareholders to the International Underwriters exercisable under the International Underwriting Agreement pursuant to which the Company and Over-allotment Selling Shareholders may be required by the Stabilising Manager (on behalf of the International Underwriters) to issue and/or sell up to an aggregate of 109,131,000 additional Shares, representing in aggregate approximately 15% of the initial number of Offer Shares, at the Offer Price, to, among other things, cover over-allocations in the International Offering, if any
“Over-allotment Selling Shareholders”	PrelPO Capital Partners Limited, Parkview and ABLE
“Parkview”	Parkview Investments, an exempted company incorporated in the Cayman Islands with limited liability on 22 February 2007 which is owned by Mr. Zhu Jia (竺稼), an Independent Third Party (other than being a Shareholder)
“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“PRC Government” or “State”	the central government of the PRC including all governmental subdivisions (including provincial, municipal and other regional or local government entities) and instrumentalities thereof, or, where the context requires, any of them
“Preference Shares”	the Series A Preference Shares and/or Series B Preference Shares
“Pre-IPO Share Option Scheme”	the pre-listing share option scheme adopted by the Company on 15 October 2006 and amended on 23 December 2009 and 24 March 2010, the principal terms of which are summarised in the section headed “Pre-IPO Share Option Scheme” in Appendix VI to this prospectus
“Price Determination Agreement”	the agreement to be entered into by the Joint Global Coordinators (on behalf of the Underwriters) and our Company (on our own behalf and on behalf of the Base Offering Selling Shareholders) on the Price Determination Date to record and fix the Offer Price
“Price Determination Date”	the date, expected to be on or around 13 May 2010 but no later than 17 May 2010, on which the Offer Price is fixed for the purposes of the Global Offering
“Principal Share Registrar”	Butterfield Fulcrum Group (Cayman) Limited
“Qualified Institutional Buyers” or “QIBs”	qualified institutional buyers within the meaning of Rule 144A
“Regulation S”	Regulation S under the US Securities Act
“Renminbi” or “RMB”	the lawful currency for the time being of the PRC
“Rule 144A”	Rule 144A under the US Securities Act
“SAFE”	State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)

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"SAFE Notice"	the Notice on Relevant Problems Relating to the Administration of Foreign Exchange in Corporate Financing by Domestic Residents Through Overseas Special Objective Companies and Return Investments (關於境內居民通過境外特殊目的公司融資及返程投資外匯管理有關問題的通知) issued by SAFE on 21 October 2005 and effective from 1 November 2005
"SAIF"	SB Asia Investment Fund II L.P., an exempted limited partnership registered in the Cayman Islands on 9 December 2004 and one of our Shareholders
"SAIF Tianjin"	SAIF Venture Capital Investment Growth Fund* (賽富成長基金(天津)創業投資企業), a Sino-foreign cooperative joint venture incorporated in the PRC on 21 January 2005 which is 50% owned by Jinfu (Tianjin) Venture Capital Co. Ltd., 47.5% by SAIF Investment Company Limited, and 2.5% by SAIF Tianjin Investment Company Limited; Jinfu (Tianjin) Venture Capital Co. Ltd. being a company ultimately owned by Tianjin Municipal Government; SAIF Investment Company Limited and SAIF Tianjin Investment Company Limited being owned by SB Asia Infrastructure Fund L.P. ("SAIF 1"); the ultimate beneficial owners of SAIF 1 being Cisco Inc. and Softbank Corp
"Sale Shares"	33,625,000 Shares (subject to the Over-allotment Option) offered for sale by the Base Offering Selling Shareholders in the International Offering
"SAP"	a version of the ERP software product provided by SAP AG
"SCGC"	SCGC Capital Holding Company Limited, a limited liability company incorporated in the BVI on 16 November 2006 and one of our Shareholders
"Securities and Futures Commission" or "SFC"	the Securities and Futures Commission of Hong Kong
"Selling Shareholders"	the Base Offering Selling Shareholders and the Over-allotment Selling Shareholders
"Series A Investment"	the investment to the Company made by SAIF and SAIF Tianjin under the share subscription agreement dated 1 August 2006 entered into between the Company, Front Venture, Ms. Tang Wai Fong, Mr. Wu, Mr. Xia Lei, SAIF and SAIF Tianjin
"Series A-1 Preference Shares"	the series A-1 preference shares of US\$0.0001 each in the capital of the Company
"Series A-2 Preference Shares"	the series A-2 preference shares of US\$0.0001 each in the capital of the Company
"Series A Preference Shares"	the series A preference shares of US\$0.0001 each in the capital of the Company including series A-1 preference share and series A-2 preference shares
"Series B Preference Shares"	the series B preference shares of US\$0.0001 each in the capital of the Company
"Series B Investment"	the investment made in the Company by GS and SAIF under the share purchase and share subscription agreement dated 9 May 2008 entered into between the Company, Huizhou NVC, Chongqing NVC, NVC Inc., Grandsun, Front Venture, Kingview, ABLE and SCGC
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

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“Shanghai Arcata”	Shanghai Arcata Electronics Co., Ltd.* (上海阿卡得電子有限公司), a limited liability company incorporated in the PRC on 22 September 2005 and our indirect wholly-owned subsidiary.
“Share(s)”	common share(s) with nominal value of US\$0.0000001 each in the share capital of our Company
“Share Option Scheme”	our share option scheme conditionally adopted pursuant to resolutions passed by our Shareholders at an extraordinary general meeting held on 27 April 2010, the principal terms of which are summarised in the section headed “Share Option Scheme” in Appendix VI to this prospectus
“Shareholder(s)”	holder(s) of the Share(s)
“Signkey”	Signkey Group Limited (世紀集團有限公司), a limited liability company incorporated in the BVI on 29 March 2006 which is owned by Mr. Wu Jiannong (吳建農), an executive Director (as to 85%), Mr. Jiang Jianming (姜建明) (as to 8%), Mr. Xu Shuisheng (徐水升) (as to 3%), Mr. Qiao Jianping (喬建平) (as to 3%) and Ms. Shen Menghong (沈孟紅) (as to 1%); Mr. Jiang, Mr. Xu, Mr. Qiao and Ms. Shen being directors and senior management of our subsidiaries
“sq. m.”	square meters
“Stabilising Manager”	Goldman Sachs International
“State Administration of Taxation”	the PRC State Administration of Taxation (中國國家稅務總局)
“Stock Borrowing Agreement”	the stock borrowing agreement expected to be entered into on or about the Price Determination Date between the Stabilising Manager (or its agent) and NVC Inc., pursuant to which NVC Inc. will agree to lend up to 109,131,000 Shares to the Stabilising Manager on terms set forth therein
“Sunny”	Zhejiang Jiangshan Sunny Electron Co., Ltd.* (浙江江山三友電子有限公司), a limited liability company incorporated in the PRC on 2 July 1994 and our indirect wholly-owned subsidiary
“Track Record Period”	the periods comprising the years ended 31 December 2007, 2008 and 2009
“UK”	United Kingdom
“UK NVC”	NVC (Manufacturing) Limited, a private company incorporated in England and Wales on 31 May 2007 and our 80%-owned subsidiary, its remaining total issued share capital being held by Mr. Henry Hangmin Sun (as to 10%) and Mr. Steven Mark Jacobs (as to 10%) who are Independent Third Parties
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“United States” or “US”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US\$” or “US dollars”	United States dollars, the lawful currency of the United States
“US Securities Act”	the US Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“we”, “us” or “our”	our Company or our Group (as the context may require)

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"White Form eIPO"	the application for Hong Kong Offer Shares to be issued in the applicant's own name by submitting applications online through the designated website at www.eipo.com.hk
"White Form eIPO Service Provider"	Computershare Hong Kong Investor Services Limited
"World Through"	World Through Investments Limited (世通投資有限公司), a limited liability company incorporated in the BVI on 5 August 2005 and our wholly-owned subsidiary
"Zhangpu Phoebus"	Zhangpu Phoebus Lighting Co., Ltd.* (漳浦菲普斯照明有限公司), a limited liability company incorporated in the PRC on 9 May 2004 and our indirect wholly-owned subsidiary
"Zhejiang NVC"	Zhejiang NVC Lamps Co., Ltd.* (浙江雷士燈具有限公司), a limited liability company incorporated in the PRC on 28 September 2007, a 51% equity interest of which is held by Huizhou NVC and the remaining 49% equity interest of which is held by Zhejiang Tonking
"Zhejiang Tonking"	Zhejiang Tonking Investment Co., Ltd. (浙江同景投資有限公司), which was subsequently renamed as Zhejiang Tonking Technology Co., Ltd.* (浙江同景科技有限公司) in February 2009, a limited liability company incorporated in the PRC and is owned by Mr. Wu Jiannong (吳建農), being an executive Director (as to 86%) Mr. Jiang Jianming (姜建明) (as to 8%), Mr. Qiao Jianping (喬建平) (as to 3%) and Mr. Xu Shuisheng (徐水升) (as to 3%); Mr. Jiang, Mr. Qiao and Mr. Xu being directors and senior management of our subsidiaries

* denotes English translation of the name of a Chinese company or entity, or vice versa, and is provided for identification purposes only