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NVC 雷士照明
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)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting of NVC Lighting Holding Limited (the “Company”) will be held at Island Ballroom A, Level 5, Island Shangri-la, Pacific Place, Supreme Court Road, Central, Hong Kong on Friday, 21 June 2013 at 2:00 p.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2012;
2. To declare a final dividend for the year ended 31 December 2012;
3. To re-elect Mr. Zhu Hai as a non-executive director of the Company;
4. To re-elect Mr. Wang Jinsui as an independent non-executive director of the Company;
5. To re-elect Mr. Yung Tse Kwong, Steven as an independent non-executive director of the Company;
6. To re-elect Mr. Lee Kong Wai, Conway as an independent non-executive director of the Company;
7. To re-elect Mr. Wang Donglei as a non-executive director of the Company;
8. To authorize the board of directors to fix the respective directors’ remuneration; and
9. To re-appoint auditors and to authorize the board of directors to fix their remuneration.

As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

10. **“THAT:**
 - (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to purchase its shares in accordance with all applicable laws, rules and regulations;

(b) the total nominal amount of shares of the Company to be purchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the said mandate shall be limited accordingly; and

(c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

By Order of the Board
WANG Donglei
Chairman

Hong Kong, 25 April 2013

Notes:

1. All resolutions at the meeting (except those relate purely to the procedural or administrative matters, which should be taken by a show of hands as the Chairman may decide, in good faith) will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy (or more than one proxy if he is the holder of two or more shares) to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s Branch Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. The Register of Members will be closed from Tuesday, 18 June 2013 to Friday, 21 June 2013 (both days inclusive) and from Friday, 28 June 2013 to Thursday, 4 July 2013 (both days inclusive), during which periods no transfer of shares will be registered. In order to qualify for attending and voting at the forthcoming annual general meeting, all transfer of shares accompanied by share certificates and transfer forms must be lodged with the Company’s Branch Share Registrar, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong before 4:30 p.m. on Monday, 17 June 2013. In order to qualify for the proposed final dividend (subject to the approval by shareholders at the forthcoming general meeting), all transfer of shares accompanied by share certificates and transfer forms must be lodged with the Company’s Branch Share Registrar, Computershare Hong Kong Investor Services Limited at the abovementioned address before 4:30 p.m. on Thursday, 27 June 2013.

As at the date of this announcement, the directors of the Company are:

Executive Director:

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