

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)

**FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON
 THURSDAY, 29 MAY 2014**

I/We ^(Note 1) _____
 of _____
 being the registered holder(s) of _____ ^(Note 2) shares of US\$0.0000001 each in the
 share capital of NVC Lighting Holding Limited (the "Company") hereby appoint THE CHAIRMAN OF THE MEETING
 or _____
 of _____
 as my/our proxy ^(Note 3) to attend, act and vote FOR me/us and on my/our behalf as directed below at the annual general meeting (the
 "AGM") of the Company to be held at 10 a.m. on Thursday, 29 May 2014 at The Lounge, Mezzanine Floor, Grand Hyatt Hong Kong,
 1 Harbour Road, Wanchai, Hong Kong (and at any adjournment thereof).

Please tick ("√") in the appropriate boxes as a mark to indicate how you wish your vote(s) to be cast on a poll ^(Note 4).

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To receive the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 December 2013.		
2.	To declare a final dividend of HK\$2 cents per share for the year ended 31 December 2013.		
3.	To re-elect Mr. Mu Yu as an executive director of the Company.		
4.	To re-elect Mr. Lin Ho-Ping as a non-executive director of the Company.		
5.	To re-elect Mr. Wang Jinsui as an independent non-executive director of the Company.		
6.	To authorize the board of directors to fix the respective directors' remuneration.		
7.	To re-appoint Messrs. Ernst & Young as auditors and to authorize the board of directors to fix their remuneration.		
8.	To give a general mandate to the directors to repurchase shares of the Company not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of this resolution.		
9.	To give a general mandate to the directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of this resolution.		
10.	To extend the general mandate to the directors to issue, allot and deal with additional shares in the capital of the Company by the aggregate nominal amount of the shares repurchased by the Company.		

Dated this _____ day of _____ 2014

Signature(s) ^(Note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this Proxy Form will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, please strike out the words "the Chairman of the meeting" and insert the name and address of the proxy desired in the space provided. A member entitled to attend and vote at the AGM may appoint a proxy/more than one proxy to attend and on a poll, vote on his behalf, provided that 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. A proxy need not be a member of the Company. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK ("√") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK ("√") THE BOX MARKED "AGAINST".** If no direction is given, your proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
- This Proxy Form must be signed by you or your attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorized.
- In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company.
- In order to be valid, this Proxy Form together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding AGM or any adjourned meeting.
- Completion and delivery of the Proxy Form, as the case may be, will not preclude you from attending and voting at the AGM if you so wish.