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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in NVC Lighting Holding Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)**

**PROPOSED REMOVAL OF DIRECTOR  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening the Extraordinary General Meeting of NVC Lighting Holding Limited to be held at 10 a.m. on Friday, 29 August 2014 at Diamond II, 3/F, The Ritz-Carlton, Hong Kong, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong is set out on page 6 of this circular. A form of proxy for use at the Extraordinary General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.nvc-lighting.com.cn>).

If you are not able to attend the Extraordinary General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to 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 as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Extraordinary General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Extraordinary General Meeting if they so wish.

13 August 2014

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## CONTENTS

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	<i>Page</i>
<b>Definition</b> .....	1
 <b>Letter from the Board</b>	
1. Introduction .....	3
2. Proposed Removal of Director .....	4
3. Extraordinary General Meeting and Proxy Arrangement .....	4
4. Recommendation .....	5
 <b>Notice of Extraordinary General Meeting</b> .....	 6

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## DEFINITION

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“Articles of Association”	the articles of association of the Company currently in force;
“Board”	the board of Directors of the Company;
“Company” or “We”	NVC Lighting Holding Limited (雷士照明控股有限公司), a company incorporated in the British Virgin Islands on 2 March 2006 and subsequently redomiciled to the Cayman Islands on 30 March 2010 as an exempted company with limited liability under the laws of the Cayman Islands. The Shares of the Company are listed on the main board of the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Extraordinary General Meeting”	an extraordinary general meeting of the Company to be held at 10 a.m. on Friday, 29 August 2014 at Diamond II, 3/F, The Ritz-Carlton, Hong Kong, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong, to consider and, if appropriate, to approve the resolution contained in the notice of the meeting which is set out on page 6 of this circular, or any adjournment thereof;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Share(s)”	ordinary share(s) of US\$0.0000001 each in the capital of the Company or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;

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## DEFINITION

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“Shareholder(s)”

holder(s) of Share(s);

“Three Companies”

Shandong NVC Lighting Development Co., Ltd. (山東雷士照明發展有限公司), Chongqing En Wei Xi Industrial Co., Limited (重慶恩維西實業有限公司), and Zhongshan Sheng Di Ai Si Lighting Co., Limited (中山聖地愛司照明有限責任公司).

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

WU Changjiang  
WANG Dongming  
XIAO Yu  
XIONG Jie

*Registered Office:*

Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

*Non-executive Directors:*

LIN Ho-Ping  
ZHU Hai  
WANG Donglei  
LI Wei

*Headquarter:*

22nd Floor, Chongqing  
International Finance Centre  
76 Nanbin Road  
Nanan District  
Chongqing City  
The People's Republic of China

*Independent Non-executive Directors:*

WANG Jinsui  
LEE Kong Wai, Conway  
WU Ling  
WANG Xuexian  
WEI Hongxiong

*Principal Place of Business in*

*Hong Kong:*  
Level 54, Hopewell Centre  
183 Queen's Road East  
Hong Kong

Hong Kong, 13 August 2014

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED REMOVAL OF DIRECTOR  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of an ordinary resolution to be proposed at the Extraordinary General Meeting to approve the removal of Mr Wu Changjiang as a Director and from any position in any of the Board committees of the Company.

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## LETTER FROM THE BOARD

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### 2. PROPOSED REMOVAL OF DIRECTOR

Article 83(5) of the Articles of Association provides that the Shareholders may, at any general meeting convened and held in accordance with the Articles of Association, by ordinary resolution remove a Director at any time before the expiration of his period of office notwithstanding anything to the contrary in the Articles of Association or in any agreement between the Company and such Director.

As stated in the Company's announcement dated 8 August 2014, the Company has recently become aware of certain wrongdoing relating to Mr Wu Changjiang, which calls into question his ability to be a fit and proper person to continue to discharge his responsibilities as an executive Director of the Company. In particular, the majority of the Board was informed by Mr Wu Changjiang that in 2012, he signed a licensing agreement on behalf of the Company's subsidiary, Huizhou NVC Lighting Technology Co., Ltd. (惠州雷士光電科技有限公司) with each of the Three Companies, namely Shandong NVC Lighting Development Co., Ltd. (山東雷士照明發展有限公司), Chongqing En Wei Xi Industrial Co., Limited (重慶恩維西實業有限公司), and Zhongshan Sheng Di Ai Si Lighting Co., Limited (中山聖地愛司照明有限責任公司). However, the majority of the Board was not previously aware of the existence of the purported licensing agreements granting the Three Companies the right to use the NVC brands for 20 years, nor has the Board approved, authorised or ratified the execution of such purported licensing agreements.

Accordingly, the majority of the Board is of the view that it would not be in the best interests of the Company and the Shareholders to allow Mr Wu Changjiang to continue to be a Director and therefore proposes an ordinary resolution at the Extraordinary General Meeting to remove Mr Wu Changjiang as a Director and from any position in any of the Board committees of the Company in accordance with the Articles of Association.

The Company is taking steps to clarify the details of and potential impact arising from the matters above. The Company will release a further announcement when additional relevant material information becomes available.

### 3. EXTRAORDINARY GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Extraordinary General Meeting is set out on page 6 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll vote results will be published by the Company after the Extraordinary General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

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## LETTER FROM THE BOARD

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A form of proxy for use at the Extraordinary General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.nvc-lighting.com.cn>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, 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 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 as soon as possible but in any event not less than 48 hours before the time appointed for holding the Extraordinary General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Extraordinary General Meeting if you so wish.

#### 4. RECOMMENDATION

The majority of the Board considers that the proposed removal of Mr Wu Changjiang as a Director and from any position in any of the Board committees of the Company is in the best interests of the Company and the Shareholders. Accordingly, the majority of the Board recommends the Shareholders to vote in favour of the relevant ordinary resolution to be proposed at the Extraordinary General Meeting.

Yours faithfully,  
For and on behalf of the Board  
**WANG Donglei**  
*Chairman*

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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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 is hereby given that an Extraordinary General Meeting of NVC Lighting Holding Limited (the “Company”) will be held at 10 a.m. on Friday, 29 August 2014 at Diamond II, 3/F, The Ritz-Carlton, Hong Kong, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as ordinary resolution of the Company:

### ORDINARY RESOLUTION

“THAT Mr Wu Changjiang, be removed as a director of the Company and from any position in any of the board committees of the Company.”

By Order of the Board  
**WANG Donglei**  
*Chairman*

Hong Kong, 13 August 2014

*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 27 August 2014 to 29 August 2014 (both days inclusive), during which periods no transfer of shares will be registered. In order to qualify for attending and voting at the forthcoming extraordinary 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 26 August 2014.