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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 RE-ELECTION OF RETIRING DIRECTORS
AND
PROPOSED GRANTING OF GENERAL MANDATES TO
BUY BACK SHARES AND TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of NVC Lighting Holding Limited to be held at 10 a.m. on Tuesday, 30 June 2015 at Island Ballroom C, Level 5, Island Shangri-La, Hong Kong, Two Pacific Place, Supreme Court Road, Central, Hong Kong is set out on pages 17 to 20 of this circular. A form of proxy for use at the Annual 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>).

Whether or not you are able to attend the Annual 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 Hong Kong 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 Annual 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 Annual General Meeting if they so wish.

29 May 2015

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at 10 a.m. on Tuesday, 30 June 2015 at Island Ballroom C, Level 5, Island Shangri-La, Hong Kong, Two Pacific Place, Supreme Court Road, Central, Hong Kong to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 17 to 20 of this circular, or any adjournment thereof
“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
“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
“Issuance Mandate”	the general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 10 of the notice of the Annual General Meeting as set out on pages 17 to 20 of this circular
“Latest Practicable Date”	26 May 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of US\$0.0000001 each in the issued 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
“Share Buy-back Mandate”	the general mandate proposed to be granted to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 9 of the notice of the Annual General Meeting as set out on pages 17 to 20 of this circular
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs published by the Securities and Futures Commission as amended from time to time.

LETTER FROM THE BOARD

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:

WANG Donglei
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
LI Wei

Headquarter:

NVC Industrial Park
Ruhu Town
Huizhou City
Guangdong Province
PRC

Independent Non-executive Directors:

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, 29 May 2015

To the Shareholders

Dear Sir/Madam,

PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
PROPOSED GRANTING OF GENERAL MANDATES TO
BUY BACK SHARES AND TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on 30 June 2015.

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 83(3) of the Articles of Association, the Board shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed

LETTER FROM THE BOARD

by the Board to fill a casual vacancy shall hold office until the first general meeting of Shareholders after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

In addition, in accordance with Articles 84(1) and (2) of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years, and any Directors so to retire shall be those of the Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

In accordance with the Articles of Association and in the opinion of the Board, Mr. Wang Dongming, Mr. Zhu Hai, Mr. Lee Kong Wai, Ms. Wu Ling and Mr. Xiong Jie (director appointed on 8 August 2014 by the Board of the Company) will retire at the Annual General Meeting. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Details of the retiring Directors are set out in Appendix I to this circular.

3. PROPOSED GRANTING OF GENERAL MANDATE TO BUY BACK SHARES

At the annual general meeting of the Company held on 29 May 2014, a general mandate was granted to the Directors to buy back Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to buy back Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Buy-back Mandate to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 9 of the notice of the Annual General Meeting as set out on pages 17 to 20 of this circular (i.e. a total of 312,844,800 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting). The Directors wish to state that they have no immediate plan to buy back any Shares pursuant to the Share Buy-back Mandate.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Buy-back Mandate is set out in Appendix II of this circular.

LETTER FROM THE BOARD

4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 29 May 2014, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 10 of the notice of the Annual General Meeting as set out on pages 17 to 20 of this circular (i.e. a total 625,689,600 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares bought back by the Company pursuant to the Share Buy-back Mandate will also be proposed at the Annual General Meeting.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 17 to 20 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 results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual 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 Hong Kong 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 Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting in person if you so wish.

LETTER FROM THE BOARD

6. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors and granting of the Share Buy-back Mandate and the Issuance Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

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

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

(1) Mr. Wang Dongming (“Mr. Wang”), aged 44

Position and Experience

Mr. Wang Dongming (王冬明), aged 44, is an Executive Director of the Company. Mr. Wang joined the Group in June 2013. Mr. Wang has more than 16 years’ of experience in electrical and finance industry, and has many years of experience in manufacturing, finance and business management. He was the vice finance manager of China Infrastructure Materials Corporation* (中國基建物資總公司) and the general manager of its Shenzhen subsidiary, respectively, from 1992 to 2000. From 2000 to 2013, Mr. Wang acted as an executive director, a vice general manager, the chief financial officer of Elec-Tech International Co., Ltd.* (廣東德豪潤達電氣股份有限公司) (“**ETIC**”), which is listed on the Shenzhen Stock Exchange in China, and the general manager of lighting division of ETIC. Mr. Wang is currently an executive director of Elec-Tech International (H.K.) Company Limited (德豪潤達國際(香港)有限公司) (“**ETIHK**”). Mr. Wang graduated from Shaanxi Institute of Finance and Economics (陝西財經學院) with a bachelor degree in finance and accounting in 1992.

Save as disclosed above, Mr. Wang has not held other directorships in the last 3 years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Relationships

Mr. Wang is the younger brother of Mr. Wang Donglei and Mr. Wang Sheng. Mr. Wang Donglei is an Executive Director, the chairman and the chief executive officer of the Company, and the chairman and a director of ETIC, a substantial shareholder of ETIHK, which in turn a substantial shareholder of the Company. Mr. Wang Sheng is a vice president of procurement logistics system of the Company. Saved as disclosed above, Mr. Wang does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Wang was not interested or deemed to be interested in any shares or underlying shares and debentures of the Company or its associated corporations pursuant to Part XV of the SFO.

* For identification purpose

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Length of Service and Director's Emoluments

Mr. Wang has entered into a service contract with the Company for a term of three years, unless terminated by not less than three calendar months' notice in writing served by either party on the other. Pursuant to the service contract, the annual fee payable to Mr. Wang for the year ended 31 December 2014 was HK\$500,000. Director's emoluments are determined by the Remuneration Committee based on the Company's operating results, personal performance and comparable market statistics.

Information that Needs to Be Disclosed and Matters that Need to Be Brought to the Attention of the Shareholders

As far as the Directors are aware, there is no information which is discloseable nor is Mr. Wang involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Wang that need to be brought to the attention of the Shareholders.

(2) Mr. Zhu Hai ("Mr. Zhu"), aged 50

Position and Experience

Mr. Zhu Hai (朱海), aged 50, is a Non-executive Director of the Company. Mr. Zhu joined the Company in October 2011. He has over 18 years' of experience in the electric industry. Mr. Zhu worked for Schneider Electric since 1996 and has held various management positions throughout Schneider Electric group. He served as China chief representative for Schneider Automation Company, Schneider Electric sales director for automation business, general manager for Schneider Shanghai Power Distribution Electrical Apparatus Co., Ltd. and low voltage product activity director. In 2004, he joined Schneider Electric's global headquarters in France as a senior vice-president of OEM business. Mr. Zhu is currently the executive vice-president and president of China for Schneider Electric. Mr. Zhu received a bachelor's degree from Peking University and holds a master's degree in Computer Science from the Chinese Academy of Sciences. He also holds an EMBA degree from the China Europe International Business School.

Mr. Zhu has not held other directorships in the last 3 years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Relationships

As far as the Directors are aware, Mr. Zhu does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Zhu was not interested or deemed to be interested in any shares or underlying shares and debentures of the Company or its associated corporations pursuant to Part XV of the SFO.

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Length of Service and Director's Emoluments

Mr. Zhu has entered into a Letter of Appointment with the Company for a term of three years, unless terminated by not less than three calendar months' notice in writing served by either party on the other. Pursuant to the Letter of Appointment, the annual fees payable to Mr. Zhu for the year ended 31 December 2014 was HK\$500,000. Director's emoluments are determined by Remuneration Committee based on the Company's operating results, personal performance and comparable market statistics.

Information that Needs to Be Disclosed and Matters that Need to Be Brought to the Attention of the Shareholders

As far as the Directors are aware, there is no information which is discloseable nor is Mr. Zhu involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Wang that need to be brought to the attention of the Shareholders.

(3) Mr. Lee Kong Wai, Conway ("Mr. Lee"), aged 60

Position and Experience

Mr. Lee Kong Wai, Conway (李港衛), aged 60, is an Independent Non-executive Director of the Company. Mr. Lee joined the Company in November 2012. He received a bachelor of arts degree from Kingston University (formerly known as Kingston Polytechnic) in London and further obtained his postgraduate diploma in business from Curtin University of Technology in Australia. Mr. Lee served as a partner of Ernst & Young ("EY") for over 29 years, until 2009, during which he held key leadership positions in the development of EY in China. Mr. Lee is a member of the Institute of Chartered Accountants in England and Wales, the Institute of Chartered Accountants in Australia and New Zealand, Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants and the Macau Society of Certified Practising Accountants. Mr. Lee currently also serves as an independent non-executive director of the following companies: Chaowei Power Holdings Limited, West China Cement Limited, China Modern Dairy Holdings Ltd., GOME Electrical Appliances Holdings Limited, Tibet 5100 Water Resources Holdings Ltd., Yashili International Holdings Ltd., GCL New Energy Holdings Limited, WH Group Limited, China Rundong Auto Group Limited (all of which are listed on the main board of the Stock Exchange) and Citic Securities Company Limited (a company listed on main board of the Stock Exchange and the Shanghai Stock Exchange) and serves as a non-executive director and vice chairman of Merry Garden Holdings Limited (a company listed on the main board of Stock Exchange). He acted as an independent non-executive director of Sino Vanadium Inc. (a company listed on TSX Venture Exchange in Canada) from October 2009 to December 2011 and also acted as an independent non-executive director of China Taiping Insurance Holdings Company Limited (a company listed on the main board of the Stock Exchange) from September 2009 to August 2013. Mr. Lee was a member of the Chinese People's Political Consultative Conference of Hunan Province (中國湖南省政協委員) in China since 2008.

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Save as disclosed above, Mr. Lee has not held other directorships in the last 3 years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Relationships

As far as the Directors are aware, Mr. Lee does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Lee was not interested or deemed to be interested in any shares or underlying shares and debentures of the Company or its associated corporations pursuant to Part XV of the SFO.

Length of Service and Director's Emoluments

Mr. Lee has entered into a Letter of Appointment with the Company for a term of three years, unless terminated by not less than three calendar months' notice in writing served by either party on the other. Pursuant to the Letter of Appointment, the annual fees payable to Mr. Lee for the year ended 31 December 2014 was HK\$500,000. Director's emoluments are determined by Remuneration Committee based on the Company's operating results, personal performance and comparable market statistics.

Information that Needs to Be Disclosed and Matters that Need to Be Brought to the Attention of the Shareholders

As far as the Directors are aware, there is no information which is discloseable nor is Mr. Lee involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Lee that need to be brought to the attention of the Shareholders.

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

(4) Ms. Wu Ling (“Ms. Wu”), aged 57

Position and Experience

Ms. Wu Ling (吳玲), aged 57, is an Independent Non-executive Director of the Company. Ms. Wu joined the Company in June 2013. Ms. Wu has nearly 10 years’ of experience in semiconductor lighting industry. She acted as the director of Semiconductor Lighting Major Project Management Office of the Ministry of Science and Technology of the PRC (中國科技部半導體照明重大項目管理辦公室), a deputy director of the National Semiconductor Lighting Project Coordination and Leading Group Office (國家半導體照明工程協調領導小組辦公室) and the director of Beijing Semiconductor Lighting Technology Promotion Centre (北京半導體照明科技促進中心) in 2003, the secretary-general of China Solid State Lighting Alliance (國家半導體照明工程研發及產業聯盟) in 2004, a standing director of China Material Research Society (中國材料研究學會), a standing director of China Illuminating Engineering Society (中國照明學會) and a standing director of China Industry University Research Institute Collaboration Association (中國產學研合作促進會) in 2009. Ms. Wu was also elected as the first chairwoman of International SSL Alliance (國際半導體照明聯盟) in 2010, the director-general of State Key Laboratory for Joint Innovation of Semiconductor Lighting (半導體照明聯合創新國家重點實驗室) in 2011 and the director-general of Beijing Innovation Alliance (首都創新大聯盟) in 2014, respectively.

Ms. Wu has not held other directorships in the last 3 years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Relationships

As far as the Directors are aware, Ms. Wu does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Wu was not interested or deemed to be interested in any shares or underlying shares and debentures of the Company or its associated corporations pursuant to Part XV of the SFO.

Length of Service and Director’s Emoluments

Ms. Wu has entered into a Letter of Appointment with the Company for a term of three years, unless terminated by not less than three calendar months’ notice in writing served by either party on the other. Pursuant to the Letter of Appointment, the annual fees payable to Ms. Wu for the year ended 31 December 2014 was HK\$500,000. Director’s emoluments are determined by Remuneration Committee based on the Company’s operating results, personal performance and comparable market statistics.

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Information that Needs to Be Disclosed and Matters that Need to Be Brought to the Attention of the Shareholders

As far as the Directors are aware, there is no information which is discloseable nor is Ms. Wu involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Ms. Wu that need to be brought to the attention of the Shareholders.

(5) Mr. Xiong Jie (“Mr. Xiong”), aged 48

Position and Experience

Mr. Xiong Jie (熊杰), aged 48, is an Executive Director of the Company. Mr. Xiong joined the Group in August 2014. Mr. Xiong has many years of experience in product manufacturing and business management. He served as a business representative of Jiangsu Local Industrial Supply and Marketing Corporation* (江蘇省地方工業供銷公司) from 1988 to 1992 and worked as the Secretary to the General Manager, Section Chief of the GM Office and Section Chief of Operational Work Division of Jiangsu Provincial Petroleum Corporation* (江蘇省石油總公司) from 1992 to 1997. From 2000 to 2006, he worked as the Director of the Human Resource Department of the Air-conditioning Business Division, Director of the Operation and Management Department of the Refrigeration Appliances Group, Director of the Management Department of the Commercial Air-conditioning Business Division of Guangdong Midea Group* (廣東美的集團), Director of the Operation and Management Department of Guangzhou Valin Group* (廣州華凌集團), Assistant to the General Manager and Director of the Management Department of Chongqing Midea General Refrigeration Equipment Co., Ltd.* (重慶美的通用製冷設備有限公司). From August 2006 onwards, he worked as the Director of the Operation and Management Department, Assistant to the President of ETIC, General Manager and Vice President of Appliance of America (Zhuhai) Limited* (北美電器(珠海)有限公司), General Manager and Vice President of New Energies Business Department, General Manager of Elec-Tech Photoelectric Technology Dalian Co., Ltd.* (大連德豪光電科技有限公司). He was the Executive Vice President of ETIC from April 2014 to December 2014. Mr. Xiong completed a graduate program and obtained a MBA degree from the National University of Singapore in July 1999.

Mr. Xiong has not held other directorships in the last 3 years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Relationships

As far as the Directors are aware, Mr. Xiong does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

* For identification purpose

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Xiong was not interested or deemed to be interested in any shares or underlying shares and debentures of the Company or its associated corporations pursuant to Part XV of the SFO.

Length of Service and Director's Emoluments

Mr. Xiong has entered into a Letter of Appointment with the Company for a term of three years, unless terminated by not less than three calendar months' notice in writing served by either party on the other. Pursuant to the Letter of Appointment, the annual fees payable to Mr. Xiong for the year ended 31 December 2014 was HK\$500,000. Director's emoluments are determined by Remuneration Committee based on the Company's operating results, personal performance and comparable market statistics.

Information that Needs to Be Disclosed and Matters that Need to Be Brought to the Attention of the Shareholders

As far as the Directors are aware, there is no information which is discloseable nor is Mr. Xiong involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Xiong that need to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Buy-back Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 3,128,448,000 Shares.

Subject to the passing of the ordinary resolution set out in item 9 of the notice of the Annual General Meeting in respect of the granting of the Share Buy-back Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 3,128,448,000 Shares, the Directors would be authorized under the Share Buy-back Mandate to buy back, during the period in which the Share Buy-back Mandate remains in force, a total of 312,844,800 Shares, representing 10% of the total number of the issued Shares as at the date of the Annual General Meeting.

2. REASONS FOR SHARE BUY-BACK

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and the Shareholders.

Share buy-back may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

3. FUNDING OF SHARE BUY-BACK

The Company may only apply funds legally available for Share buy-back in accordance with its Memorandum and Articles of Association, the laws of Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE BUY-BACK

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2014) in the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months were as follows:

Month	Highest HK\$	Lowest HK\$
2014		
May	1.98	1.52
June	1.86	1.70
July	1.95	1.73
August	1.82	1.73
September	Trading suspended	Trading suspended
October	Trading suspended	Trading suspended
November	Trading suspended	Trading suspended
December	Trading suspended	Trading suspended
2015		
January	Trading suspended	Trading suspended
February	Trading suspended	Trading suspended
March	Trading suspended	Trading suspended
April	Trading suspended	Trading suspended
May (<i>up to the Latest Practicable Date</i>)	Trading suspended	Trading suspended

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to buy back Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Cayman Islands.

7. TAKEOVERS CODE

If as a result of a buy-back of Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, ETIHK, the substantial shareholder of the Company (as defined in the Listing Rules), was interested in 845,746,000 Shares, representing approximately 27.03% of the issued Shares of the Company. As ETIHK was a wholly-owned subsidiary of ETIC, ETIC was deemed to be interested in all shares held by ETIHK in the Company. In the event that the Directors exercise the proposed Share Buy-back Mandate in full, the shareholding of ETIHK and ETIC would be increased to approximately 30.34% of the issued Shares of the Company, as a result, which give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors do not consider such increase would reduce the issued share capital in the public to less than 25% (or the relevant prescribed minimum percentage required by the Stock Exchange).

The Directors do not propose to exercise the Share Buy-back Mandate to such an extent as would give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

8. SHARE BUY-BACK MADE BY THE COMPANY

During the 6 months prior to the Latest Practicable Date, the Company had not bought back any of Shares (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING

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 Annual General Meeting of NVC Lighting Holding Limited (the “**Company**”) will be held at 10 a.m. on Tuesday, 30 June 2015 at Island Ballroom C, Level 5, Island Shangri-La, Hong Kong, Two Pacific Place, Supreme Court Road, Central, Hong Kong 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 2014;
2. To re-elect Mr. Wang Dongming as an executive director of the Company;
3. To re-elect Mr. Zhu Hai as a non-executive director of the Company;
4. To re-elect Mr. Lee Kong Wai, Conway as an independent non-executive director of the Company;
5. To re-elect Ms. Wu Ling as an independent non-executive director of the Company;
6. To re-elect Mr. Xiong Jie as an executive director of the Company;
7. To authorize the board of directors of the Company to fix the respective directors’ remuneration;
8. To re-appoint Messrs. Ernst & Young as the auditors of the Company and to authorize the board of directors of the Company to fix their remuneration;
9. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“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 buy-back its shares in accordance with all applicable laws, rules and regulations;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the total number of shares of the Company to be bought back pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be bought back under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; 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.”

10. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements, options and convertible securities which would or might require the exercise of such powers;

- (b) the mandate in paragraph (a) above shall authorize the directors of the Company to make or grant offers, agreements, options and convertible securities during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

(c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

- (i) a Rights Issue (as defined below);
- (ii) the exercise of options under a share option scheme of the Company; and
- (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of the issued shares of the Company on the date of the passing of this resolution and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

(d) 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.

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

NOTICE OF ANNUAL GENERAL MEETING

11. To consider and if thought fit, pass with or without amendments, the following resolution as an ordinary resolutions:

“**THAT** conditional upon the passing of resolutions set out in items 9 and 10 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 10 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of an amount representing the aggregate number of shares purchased by the Company pursuant to the mandate referred to in resolution set out in item 9 of the Notice, provided that such amount shall not exceed 10% of the aggregate number of issued shares of the Company as at the date of the passing of this resolution.”

By Order of the Board
WANG Donglei
Chairman

Hong Kong, 29 May 2015

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 of the meeting may decide, in good faith) will be taken by a 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/she is the holder of two or more shares) to attend and vote instead of him/her. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the form of proxy shall specify the number 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 Hong Kong 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 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 of the Company will be closed from Friday, 26 June 2015 to Tuesday, 30 June 2015 (both dates inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the forthcoming annual general meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration before 4:30 p.m. on Thursday, 25 June 2015.