
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 CHANGE OF AUDITORS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the extraordinary general meeting of NVC Lighting Holding Limited to be held at 10 a.m. on Thursday, 17 March 2016 at Rose & Peony Room, Lower Level II, Kowloon Shangri-La, 64 Mody Road, Kowloon, Hong Kong (the “EGM”) is set out on pages 5 to 6 of this circular. A form of proxy for use at the EGM 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 EGM, 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 EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the EGM if they so wish.

23 February 2016

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DEFINITIONS

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

“BDO”	BDO Limited;
“Board”	the board of Directors;
“Change of Auditors”	the termination of the contract with EY as the auditors of the Company and the appointment of BDO as the new auditors of the Company;
“Company”	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;
“EGM”	an extraordinary general meeting of the Company to be held at 10 a.m. on Thursday, 17 March 2016 at Rose & Peony Room, Lower Level II, Kowloon Shangri-La, 64 Mody Road, Kowloon, Hong Kong, to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 5 to 6 of this circular, or any adjournment thereof;
“EY”	Messrs. Ernst & Young;
“Group”	the Company and its subsidiaries;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Shareholder(s)”	holder(s) of share(s) of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.

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, 23 February 2016

To the Shareholders

Dear Sir/Madam,

**PROPOSED CHANGE OF AUDITORS
AND
NOTICE OF EXTRAORDINARY 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 EGM to be held on 17 March 2016.

2. PROPOSED CHANGE OF AUDITORS

On 16 December 2015, the Board resolved to terminate the contract with EY as the auditors of the Company with effect from 16 December 2015. With the recommendation from the audit committee of the Company, the Board proposes to appoint BDO as the new auditors of the Company. The above resolutions are subject to the approval by the Shareholders at the EGM.

LETTER FROM THE BOARD

It is the Board's intention that BDO will hold office until the conclusion of the forthcoming annual general meeting of the Company. Subject to the approval by the Shareholders, BDO will be engaged by the Company to continue and complete the ongoing audit of the Group's financial results for the year ended 31 December 2015, which work has not been completed as at the date of this circular.

The Board believes that the proposed Change of Auditors will likely create benefits to the Group as auditors of another entity, which is in the same group as BDO, also audit the Company's largest shareholder and business partner, Elec-Tech International Co., Ltd.. Accordingly, this will potentially improve the efficiency of the audit process and reduce the associated costs for the Group.

EY has confirmed that there is no matter relating to the Change of Auditors that needs to be brought to the attention of the Shareholders. The Board and the audit committee of the Company are not aware of any other matter relating to the Change of Auditors that needs to be brought to the attention of the Shareholders.

3. EGM AND PROXY ARRANGEMENT

A notice of the EGM is set out on pages 5 to 6 of this circular. A special resolution will be proposed to terminate the contract with EY as the auditors of the Company and an ordinary resolution will be proposed to approve the appointment of BDO as the new auditors of the Company.

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 EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

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

LETTER FROM THE BOARD

4. RECOMMENDATION

The Directors consider that the proposed Change of Auditors is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM.

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

NOTICE OF EGM

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 (the “**EGM**”) of NVC Lighting Holding Limited (the “**Company**”) will be held at 10 a.m. on Thursday, 17 March 2016 at Rose & Peony Room, Lower Level II, Kowloon Shangri-La, 64 Mody Road, Kowloon, Hong Kong for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as special resolution and ordinary resolution of the Company:

SPECIAL RESOLUTION

1. “THAT the termination of the contract with Messrs. Ernst & Young as the auditors of the Company with effect from 16 December 2015 be and is hereby approved, ratified and confirmed.”

ORDINARY RESOLUTION

2. “THAT subject to the passing of the special resolution to approve the termination of the contract with Messrs. Ernst & Young as the auditors of the Company, BDO Limited be and is hereby appointed as the auditors of the Company with immediate effect and to hold office until the conclusion of the forthcoming annual general meeting of the Company, and the board of directors of the Company be and is hereby authorised to determine their remuneration.”

By Order of the Board
NVC LIGHTING HOLDING LIMITED
Wang Donglei
Chairman

Hong Kong, 23 February 2016

NOTICE OF EGM

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/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 appointment 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 15 March 2016 to 17 March 2016 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for attending and voting at the forthcoming extraordinary 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 before 4:30 p.m. on 14 March 2016.