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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 EXTRAORDINARY GENERAL MEETING**

**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

*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.

As at the date of this notice, the Board consists of the following Directors:

*Executive Directors:*

WANG Donglei  
WANG Dongming  
XIAO Yu  
XIONG Jie

*Non-executive Directors:*

LIN Ho-Ping  
ZHU Hai  
LI Wei

*Independent Non-executive Directors:*

LEE Kong Wai, Conway  
WU Ling  
WANG Xuexian  
WEI Hongxiong