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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)**

**POLL RESULTS OF THE ANNUAL GENERAL MEETING  
HELD ON 15 JUNE 2016  
AND  
CHANGE OF DIRECTORS  
AND  
CHANGE OF MEMBERS OF THE BOARD COMMITTEES**

**POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 15 JUNE 2016**

At the annual general meeting (the “AGM”) of NVC Lighting Holding Limited (the “Company”) held on 15 June 2016, all the proposed resolutions as set out in the notice of the AGM dated 29 April 2016 were taken by poll. The poll results are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive the audited consolidated financial statements of the Company and the reports of the directors and auditor for the year ended 31 December 2015.	2,207,751,655 (96.275838%)	85,400,710 (3.724162%)
2.	To declare the final dividend of HK\$1 cent per share for the year ended 31 December 2015.	2,293,152,365 (100%)	0 (0%)
3.	To re-elect Mr. WANG Donglei as an executive director of the Company.	2,260,621,945 (98.581410%)	32,530,420 (1.418590%)
4.	To re-elect Mr. XIAO Yu as an executive director of the Company.	1,649,481,365 (71.930736%)	643,671,000 (28.069264%)
5.	To re-elect Mr. LI Wei as a non-executive director of the Company.	1,649,481,365 (71.930736%)	643,671,000 (28.069264%)
6.	To elect Ms. YANG Jianwen as a non-executive director of the Company with effect from the date of passing of this resolution.	2,293,152,365 (100%)	0 (0%)
7.	To authorize the board of directors of the Company to fix the respective directors’ remuneration.	2,292,975,365 (99.992281%)	177,000 (0.007719%)
8.	To re-appoint BDO Limited as the auditor of the Company and to authorize the board of directors of the Company to fix its remuneration.	2,292,461,365 (99.969867%)	691,000 (0.030133%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
9.	To give a general mandate to the directors of the Company to buy back shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.	2,293,145,365 (99.999695%)	7,000 (0.000305%)
10.	To give a general mandate to the directors of the Company to allot, issue and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution.	1,560,560,163 (68.053052%)	732,592,202 (31.946948%)
11.	To extend the general mandate granted to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company by the aggregate number of the shares bought back by the Company.	2,205,619,163 (96.182844%)	87,533,202 (3.817156%)

*Notes:*

- (a) As a majority of the votes were cast in favour of each of the resolutions numbered 1 to 11, all resolutions were duly passed as ordinary resolutions.
- (b) As at the date of the AGM, the total number of shares of the Company in issue was 3,128,448,000 shares.
- (c) The total number of shares of the Company entitling the holder to attend and vote on the resolutions at the AGM was 3,128,448,000 shares.
- (d) There were no shares entitling the holder to attend and abstain from voting in favour of the resolutions at the AGM as set out in rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).
- (e) No shareholder of the Company was required under the Listing Rules to abstain from voting on the resolutions at the AGM.
- (f) None of the shareholders of the Company have stated their intention in the Company’s circular dated 29 April 2016 to vote against or to abstain from voting on any of the resolutions at the AGM.
- (g) The Company’s branch share registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.

## **CHANGE OF DIRECTORS**

The board of directors (the “**Board**”) of the Company announces that Mr. LIN Ho-ping (“**Mr. LIN**”) did not offer himself for re-election as non-executive director of the Company at the AGM due to other business engagements which require more of his dedication.

Mr. LIN has confirmed that he has no disagreement with the Board and there is no matter in relation to his retirement that needs to be brought to the attention of the shareholders of the Company.

The Board would like to express its gratitude to Mr. LIN for his valuable efforts and contributions to the Company during his tenure of office.

In addition, being passed in the AGM, Ms. YANG Jianwen has been appointed as non-executive director of the Company with effect from 15 June 2016.

The biography of Ms. Yang Jianwen is as follows:

Ms. YANG Jianwen (楊建文), aged 37. Ms. YANG joined SAIF (Beijing) Advisors Ltd. (“SAIF”) in 2007 and is currently an Executive Director of SAIF. Prior to joining SAIF, Ms. YANG was a Consultant in Mercer Management Consulting Beijing office from 2003 to 2005 providing strategic insights and tailored solutions to help clients achieve sustainable result. Mercer Management Consulting is now named Oliver Wyman, a leading global management consulting firm under Marsh & McLennan Companies Inc. (NYSE: MMC). From 2001 to 2003, Ms. YANG served as an auditor in KPMG Beijing office providing audit service to multinational corporations and Chinese companies. Ms. YANG graduated from Renmin University of China with a bachelor’s degree in Economics in 2001 and from the Wharton School, University of Pennsylvania, with a Master of Business Administration in 2007.

As far as the directors of the Company are aware, Ms. YANG 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.

As far as the directors of the Company are aware, as at the date hereof, Ms. YANG 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.

As far as the directors of the Company are aware, as at the date hereof, Ms. YANG 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 Securities and Futures Ordinance.

Ms. YANG will enter into a letter of appointment with the Company for a term of three years which may be terminated by either party giving three months’ notice. Ms. YANG is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company, in accordance with the Articles of Association of the Company. The director’s fee payable to Ms. YANG was HK\$500,000. The director’s emoluments are determined by Remuneration Committee of the Company based on the Company’s operating results, personal performance and comparable market statistics.

Saved as disclosed above, there is no information which is discloseable nor is Ms. YANG 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. YANG that need to be brought to the attention of the shareholders.

The Board welcomes Ms. YANG as a member of the Board.

## **CHANGE OF MEMBERS OF THE BOARD COMMITTEES**

The Board further announces that due to the retirement of Mr. LIN as non-executive director of the Company, Mr. LIN has therefore retired from all committees of the Board with effect from 15 June 2016. In addition, Ms. YANG has been appointed as the members of the Audit Committee and the Independent Investigations Committee of the Company with effect from 15 June 2016.

By Order of the Board  
**NVC LIGHTING HOLDING LIMITED**  
**WANG Donglei**  
*Chairman*

Hong Kong, 15 June 2016

As at the date of this announcement, the directors of the Company are:

*Executive Directors:*

WANG Donglei  
WANG Dongming  
XIAO Yu  
XIONG Jie

*Non-executive Directors:*

ZHU Hai  
LI Wei  
YANG Jianwen

*Independent Non-executive Directors:*

LEE Kong Wai, Conway  
WU Ling  
WANG Xuexian  
WEI Hongxiong