

**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)**

Number of shares to which this form of proxy relates <i>(Note 1)</i>	
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**FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON  
MONDAY, 29 OCTOBER 2018**

I/We *(Note 2)* \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of the issued shares of NVC Lighting Holding Limited (the “**Company**”) hereby appoint the CHAIRMAN OF THE MEETING *(Note 3)* or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the extraordinary general meeting (the “**Meeting**”) of the Company to be held at Room 3 & 4, United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Monday, 29 October 2018 at 10:00 a.m. (and at any adjournment thereof).

Capitalised terms used herein without definition shall have the same meanings as in the circular issued by the Company on 10 October 2018, unless the context otherwise requires.

Please tick (“✓”) in the appropriate boxes as a mark to indicate how you wish your vote(s) to be cast on a poll *(Note 4)*.

	ORDINARY RESOLUTION	FOR	AGAINST
1.	(a) the Heads of Agreement and the Formal Share Purchase Agreement (as defined and described in the circular to the shareholders of the Company dated 10 October 2018), and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and (b) any director(s) of the Company or any other person authorized by the directors of the Company be and are hereby authorized to sign, execute, perfect and deliver all such documents and do all such deeds, acts, matters and things as he/she may in his/her absolute discretion consider necessary or desirable for the purpose of or in connection with (i) the implementation and completion of the Heads of Agreement, the Formal Share Purchase Agreement and all transactions and other matters contemplated thereunder or ancillary thereto; and/or (ii) any amendment, variation or modification of, or any waiver of compliance under the Heads of Agreement, the Formal Share Purchase Agreement and all transactions contemplated thereunder upon such terms and conditions as the board of directors of the Company may think fit.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2018 Signature(s) *(Note 5)* \_\_\_\_\_

**Notes:**

1. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s). If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
2. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
3. If any proxy other than the Chairman of the Meeting is preferred, please strike out the words “the CHAIRMAN OF THE MEETING” and insert the name and address of the proxy desired in the space provided. A member of the Company entitled to attend and vote at the Meeting may appoint a proxy/more than one proxy to attend and on a poll, vote on his/her behalf. A proxy need not be a member of the Company. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him/her.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “AGAINST”.** If no direction is given, your proxy will vote or abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorized. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
6. In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
7. In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, 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 Meeting (i.e. not later than 10:00 a.m. on Saturday, 27 October 2018). Please note that 27 October 2018 is not a working day and Computershare Hong Kong Investor Services Limited’s offices will not be opened on the day for physical delivery of the form of proxy. To be effective, all forms of proxy must be lodged with Computershare Hong Kong Investor Services Limited before the deadline.
8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting in person if you so wish.
9. References to time and dates of this form of proxy are to Hong Kong time and dates.

**PERSONAL INFORMATION COLLECTION STATEMENT**

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the “**Purposes**”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company’s Principal Place of Business in Hong Kong at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong.

**NVC 雷士照明**  
**NVC LIGHTING HOLDING LIMITED**  
**雷士照明控股有限公司**  
 (於開曼群島註冊成立之有限公司)  
 (股份代號：2222)

與本代表委任表格  
有關的股份數目(附註1)

**2018年10月29日(星期一)舉行的股東特別大會適用的代表委任表格**

本人／吾等(附註2) \_\_\_\_\_  
 地址為 \_\_\_\_\_  
 為雷士照明控股有限公司(「本公司」)已發行股份的登記持有人，茲委任大會主席(附註3)或 \_\_\_\_\_，  
 地址為 \_\_\_\_\_  
 為本人／吾等的代表，代表本人／吾等出席本公司謹訂於2018年10月29日(星期一)上午十時正假座香港金鐘道95  
 號統一中心10樓統一會議中心3號及4號會議室舉行的股東特別大會(「大會」)(及其任何續會)，並依照下列指示代表  
 本人／吾等投票。

除文義另有所指外，本代表委任表格之未定義詞彙與本公司於2018年10月10日刊發的通函中已界定的詞彙具有相同  
 涵義。

請於適當的方格內填上「✓」號劃上標記，以表明閣下的投票意願(附註4)。

	普通決議案	贊成	反對
1.	(a) 批准、追認及確認協議綱領及正式購股協議(定義見及詳情載於本公司日期為2018年10月10日致股東的通函)及項下擬進行的交易；及  (b) 授權本公司任何董事或本公司董事授權的任何其他人士為或就(i)落實及完成協議綱領、正式購股協議及項下擬進行或附帶的所有交易及其他事項；及(ii)按本公司董事會認為合適的有關條款及條件修訂、變更或修改或豁免遵守協議綱領、正式購股協議及項下擬進行的所有交易而按彼等全權酌情認為必要或權宜的情況，簽署、簽立、完善及送交一切有關文件，並作出一切有關契約、行動、事宜及事項。		

日期：2018年 \_\_\_\_\_ 月 \_\_\_\_\_ 日 簽署(附註5) \_\_\_\_\_

**附註：**

1. 請填上登記於閣下名下的股份數目。如未有填上股份數目，則本代表委任表格將被視為與本公司所有以閣下名義登記的股份有關。如委派多於一名代表，必須指明每一名受委代表所代表的股份數目。
2. 請用正楷填上全名及地址。
3. 倘擬委任大會主席以外的人士為代表，請刪去「大會主席」字樣，並在空欄內填上閣下擬委派代表的姓名及地址。凡有權出席大會及在會上投票的本公司股東，均可委派一名或多名代表出席大會並在以投票方式表決時代其投票。受委代表毋須為本公司股東。每位親身或由受委代表出席的股東就其持有的每一股股份均有一票投票權。
4. **注意：**倘閣下擬投票贊成任何決議案，請在註明「贊成」的方格內填上「✓」號。倘閣下擬投票反對任何決議案，則請在註明「反對」的方格內填上「✓」號。如無任何指示，則閣下的代表將有權自行酌情投票或棄權。閣下的代表亦有權就於大會上正式提出而未載於大會通告的任何決議案自行酌情投票。
5. 本代表委任表格必須由閣下或經閣下書面正式授權的授權人簽署。如股東為公司，則代表委任表格須另行加蓋公司印鑑、或經由公司負責人或獲正式授權人士親筆簽署。本代表委任表格的每項更正，均須由簽署人簡簽示可。
6. 倘屬聯名股東，本公司將接納在股東名冊內排名首位的聯名股東的投票(不論親身或委派代表)，而其他聯名股東再無投票權，就此方面而言，排名先後乃按本公司股東名冊內的排名次序而定。
7. 本代表委任表格連同經授權人簽署的授權書或其他授權文件(如有)或經公證人核實證明的該等授權書或授權文件副本，必須於大會指定舉行時間最少48小時前(即不遲於2018年10月27日(星期六)上午十時)送達本公司的香港股份過戶登記處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17M樓，方為有效。敬請留意，2018年10月27日並非工作日，香港中央證券登記有限公司辦事處於當天將不會開放處理代表委任表格之實物交付。所有代表委任表格須於截止時間前送達香港中央證券登記有限公司，方為有效。
8. 填妥並交回代表委任表格後，閣下仍可按意願親身出席大會並於會上投票。
9. 本代表委任表格內所有日期及時間均指香港日期及時間。

**收集個人資料聲明**

閣下是自願提供閣下及閣下委任代表的姓名及地址，以用於處理就本公司大會有關閣下委任代表的任命及投票指示(「該等用途」)。我們可能向為本公司提供行政、電腦及其他服務的代理人、承辦商或第三者服務供應商，以及其他獲法例授權而要求取得有關資料的人士或其他與上述所列出的該等用途有關以及需要接收有關資料之人士提供閣下及閣下委任代表的姓名及地址。閣下所提供閣下及閣下委任代表的姓名及地址將就履行上述該等用途所需的時間保留。有關存取及更正相關個人資料的要求可按照《個人資料(私隱)條例》提出，而有關要求均須以書面郵寄至本公司之香港主要營業地點，地址為香港皇后大道東183號合和中心54樓。