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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 RESULT OF THE EXTRAORDINARY GENERAL MEETING HELD
ON 18 NOVEMBER 2019**

Reference is made to the announcement dated 11 August 2019 and circular dated 31 October 2019 (the “**Circular**”) of NVC Lighting Holding Limited (the “**Company**”). Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as ascribed thereto in the Circular.

At the EGM held on 18 November 2019, the proposed resolutions as set out in the notice of the EGM dated 31 October 2019 were voted by poll by the Shareholders. The Shareholders and proxies attending the EGM held an aggregate of 2,578,091,660 Shares, representing approximately 60.99% of the total number of Shares in issue with voting rights as at the date of the EGM.

Details of the poll result are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1(a)	the terms of and the transactions contemplated under the Share Purchase Agreement, all ancillary agreements to the Share Purchase Agreement (including the Agreed Form of the Shareholders' Agreement) and the Amendment Letter (a copy of which marked "A" has been produced before the EGM and initialed by the chairman of the EGM for identification purpose) in respect of the Disposal be and are hereby approved, and any one director of the Company be and is hereby authorized for and on behalf of the Company to sign, seal, execute, perfect, perform and deliver all such arrangements, instruments, documents and deeds, and do all such acts or things and take all such steps as he/she/they may in his/her/their absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or to give effect to the Share Purchase Agreement, all ancillary agreements to the Share Purchase Agreement (including the Agreed Form of the Shareholders' Agreement), the Amendment Letter and all matters incidental thereto, and to agree to any amendment and/or supplement to any of the terms of the Share Purchase Agreement and all ancillary agreements to the Share Purchase Agreement (including the Agreed Form of the Shareholders' Agreement) as he/she/they may consider to be necessary, desirable, appropriate or expedient and do all such acts and things, and sign and execute any further arrangements, instruments, documents and deeds, and take all steps to give effect to such amendment and/or supplement;	2,577,640,460 (99.982545%)	450,000 (0.017455%)
1(b)	subject to the Closing, a Special Dividend of HK\$0.9 per Share to the Shareholders be declared and paid in the capital of the Company whose names appear on the register of members of the Company on a record date to be determined and any director of the Company be and is hereby authorized to take such action, do such things and execute such further documents as the director may at his/her absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the payment of the Special Dividend.	2,577,641,660 (99.982545%)	450,000 (0.017455%)

Notes:

- (a) As more than 50% of the votes were cast in favour of the resolutions, the resolutions were duly passed as ordinary resolutions.
- (b) As at the date of the EGM, the total number of Shares in issue was 4,227,280,649 Shares.
- (c) The total number of Shares entitling the holder to attend and vote on the resolutions at the EGM was 4,227,280,649 Shares.
- (d) There were no Shares entitling the holder to attend and abstain from voting in favour of the resolutions at the EGM as set out in rule 13.40 of the Listing Rules.
- (e) No Shareholder was required under the Listing Rules to abstain from voting on the resolutions at the EGM.
- (f) Elec-Tech International Co., Ltd.* (安徽德豪潤達電氣股份有限公司), who was interested in 870,346,000 Shares as at the date of the EGM, has stated its intention in the Circular to voluntarily abstain from voting and has abstained from voting on the resolutions at the EGM.
- (g) The Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the EGM.

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

Hong Kong, 18 November 2019

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

Executive Directors:

WANG Donglei
WANG Dongming
XIAO Yu
WANG Keven Dun
CHAN Kim Yung, Eva

Non-executive Director:

YE Yong

Independent non-executive Directors:

LEE Kong Wai, Conway
WANG Xuexian
WEI Hongxiong
SU Ling

* Denotes English translation of the name of a Chinese company or entity, or vice versa, and is provided for identification purposes only.