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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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)**

**CHANGE OF COMPANY NAME  
AMENDMENTS TO THE MEMORANDUM AND  
ARTICLES OF ASSOCIATION  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening the EGM of the Company to be held at Conference Hall 03, Level 1, Building 1E, Phase 1, Hong Kong Science Park, Pak Shek Kok, Sha Tin, Hong Kong on Friday, 27 December 2019 at 10:00 a.m. is set out on pages EGM-1 to EGM-2 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 (i.e. not later than 10:00 a.m. on Wednesday, 25 December 2019). 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.

References to time and dates of this circular are to Hong Kong time and dates.

3 December 2019

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## CONTENTS

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	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	3
<b>Notice of EGM</b> .....	EGM-1

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## DEFINITIONS

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

“Amendments”	the proposed amendments to the Second Amended and Restated Memorandum and Articles of Association to reflect the Change of Company Name
“Articles of Association”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“Board”	the board of directors of the Company
“Change of Company Name”	the proposed change in the Company’s name from “NVC Lighting Holding Limited” to “NVC International Holdings Limited” and change in the Company’s dual foreign name in Chinese from “雷士照明控股有限公司” to “雷士國際控股有限公司”
“Closing”	completion of the Disposal pursuant to a share purchase agreement entered by the Company on 10 August 2019
“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 issued Shares of the Company are listed on the main board of The Stock Exchange of Hong Kong Limited
“Director(s)”	the director(s) of the Company
“Disposal”	the disposal of the equity interests in certain companies by the Company as disclosed in the Company’s circular dated 31 October 2019
“EGM” or “Extraordinary General Meeting”	the extraordinary general meeting of the Company to be held at Conference Hall 03, Level 1, Building 1E, Phase 1, Hong Kong Science Park, Pak Shek Kok, Sha Tin, Hong Kong on Friday, 27 December 2019 at 10:00 a.m., and any adjournment thereof
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Memorandum of Association”	the memorandum of association of the Company, as amended, supplemented or otherwise modified from time to time
“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, Macau Special Administrative Region and Taiwan
“Second Amended and Restated Memorandum and Articles of Association”	the second amended and restated memorandum of association and the articles of association of the Company adopted pursuant to resolutions passed on 27 April 2010 and became effective on 20 May 2010
“Share(s)”	ordinary share(s) of US\$0.0000001 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US\$” or “USD”	United States dollars, the lawful currency of the United States of America

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LETTER FROM THE BOARD

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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)**

*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

*Registered Office:*

Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

*Principal Place of Business in*

*Hong Kong:*

Unit 608, 6/F, Lakeside 1  
No. 8 Science Park West Avenue  
Hong Kong Science Park  
Pak Shek Kok, Sha Tin, Hong Kong

Hong Kong, 3 December 2019

*To the Shareholders*

Dear Sir/Madam,

**CHANGE OF COMPANY NAME  
AMENDMENTS TO THE MEMORANDUM AND  
ARTICLES OF ASSOCIATION  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**1. INTRODUCTION**

We refer to the announcement of the Company dated 22 November 2019 in relation to the Change of Company Name and the Amendments.

The Change of Company Name and the Amendments are subject to, amongst other things, the approval by the Shareholders, by way of poll, at the EGM.

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## LETTER FROM THE BOARD

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The purpose of this circular is to provide the Shareholders with: (i) details of the Change of Company Name and the Amendments; and (ii) the notice of the EGM, to enable the Shareholders to make an informed decision on whether to vote for or against the resolutions to be proposed at the EGM.

### **2. CHANGE OF COMPANY NAME**

The Company proposes to (i) change the name of the Company from “NVC Lighting Holding Limited” to “NVC International Holdings Limited” and (ii) change the dual foreign name in Chinese of the Company from “雷士照明控股有限公司” to “雷士國際控股有限公司”.

#### **Conditions of the Change of Company Name**

The Change of Company Name will be subject to the following conditions:

1. passing of the special resolution by the Shareholders at the EGM approving the Change of Company Name;
2. the Closing; and
3. approval being granted by the Registrar of Companies in Cayman Islands for the change of the English name and dual foreign name in Chinese of the Company.

Upon passing of the special resolution of the Change of Company Name and the Closing, such special resolution shall be filed with the Registrar of Companies in the Cayman Islands, and the Registrar of Companies in the Cayman Islands, if thinks fit, will (i) enter the new English name and dual foreign name in Chinese of the Company on the register of companies maintained by the Registrar of Companies in the Cayman Islands in place of the former English name and dual foreign name in Chinese, and (ii) issue a certificate of incorporation on change of name to the Company. Upon receiving the requisite approval from the Registrar of Companies in the Cayman Islands, the Company will carry out all necessary filings with the Companies Registry in Hong Kong thereafter. The Change of Company Name will take effect from the date of issue of the certificate of incorporation on a change of name.

#### **Reason for the Change of Company Name**

The Company transferred the trademark of “NVC Lighting” to the purchaser in the Disposal, so it will no longer use “NVC Lighting” related company name.

#### **Effects of the Change of Company Name**

The Change of Company Name will not affect any rights of the existing holders of Shares nor the Company’s daily business operation and its financial position. All the existing share certificates of the Company in issue bearing the existing name of the Company will, upon the Change of Company Name becoming effective, continue to be evidence of title to such Shares

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## LETTER FROM THE BOARD

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and will continue to be valid for trading, settlement, registration and delivery of such Shares. There will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates printed in the new names of the Company. Upon the Change of Company Name becoming effective, all new share certificates will only be issued in the new English name and dual foreign name in Chinese of the Company.

In addition, subject to the confirmation by the Stock Exchange, the English stock short name and the Chinese stock short name for trading of the Shares in the Stock Exchange will also be changed after the Change of Company Name has become effective.

### **3. AMENDMENTS TO THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

In view of the Change of Company Name, the Company also proposes to amend the Second Amended and Restated Memorandum and Articles of Association to reflect the Change of Company Name by replacing all references to “NVC Lighting Holding Limited 雷士照明控股有限公司” in the Second Amended and Restated Memorandum and Articles of Association with “NVC International Holdings Limited 雷士國際控股有限公司”.

The Amendments are subject to the passing of a special resolution of the Company at the EGM and the Change of Company Name taking effect.

### **4. LISTING RULES IMPLICATIONS**

Special resolutions will be proposed at the EGM for the Shareholders to consider and, if thought fit, approve the Change of Company Name and the Amendments. To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, none of the Shareholders has any direct or indirect material interest in the Change of Company Name and the Amendments. Accordingly, no Shareholders are required to abstain from voting on the resolutions in relation to the Change of Company Name and the Amendments at the EGM.

### **5. EGM**

The EGM will be convened and held for Shareholders to consider and, if thought fit, approve: (i) the Change of Company Name; and (ii) the Amendments.

A notice convening the EGM to be held at Conference Hall 03, Level 1, Building 1E, Phase 1, Hong Kong Science Park, Pak Shek Kok, Sha Tin, Hong Kong on Friday, 27 December 2019 at 10:00 a.m. is set out on pages EGM-1 to EGM-2 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>).

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## LETTER FROM THE BOARD

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Whether or not Shareholders are able to attend the EGM, they are requested to 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 (i.e. not later than 10:00 a.m. on Wednesday, 25 December 2019). 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.

Further announcement(s) will be made by the Company to inform the Shareholders of the results of the EGM, the effective date of the Change of Company Name and the new English stock short name and Chinese stock short name for trading of the Shares on the Stock Exchange.

### **6. CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed from Friday, 20 December 2019 to Friday, 27 December 2019 (both dates inclusive), during which period no transfer of shares will be registered. In order to qualify for attending and voting at the EGM, 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 for registration before 4:30 p.m. on Thursday, 19 December 2019.

### **7. RECOMMENDATIONS**

The Directors consider that the Change of Company Name and the Amendments are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the special resolutions to approve the Change of Company Name and the Amendments at the EGM as set out in the notice of EGM.

Yours faithfully,  
For and on behalf of the Board  
**NVC Lighting Holding Limited**  
**WANG Donglei**  
*Chairman*



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## NOTICE OF EGM

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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 is hereby given** that the EGM of the Company will be held at Conference Hall 03, Level 1, Building 1E, Phase 1, Hong Kong Science Park, Pak Shek Kok, Sha Tin, Hong Kong on Friday, 27 December 2019 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions as special resolutions:

Capitalised terms used herein without definition shall have the same meanings as in the circular issued by the Company on 3 December 2019, unless the context otherwise requires.

### **SPECIAL RESOLUTIONS**

- 1 “**THAT** subject to and conditional upon the necessary approval of the Registrar of Companies in the Cayman Islands being obtained, and the Closing, (i) the name of the Company be changed from “NVC Lighting Holding Limited” to “NVC International Holdings Limited”, and (ii) the dual foreign name in Chinese of the Company be changed from “雷士照明控股有限公司” to “雷士國際控股有限公司”, and any one director of the Company be and is hereby authorised to do all such acts, deeds, matters and things as he or she may in his or her absolute discretion consider necessary or desirable or expedient for the implementation of and giving effect to the Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”
- 2 “**THAT** subject to the Change of Company Name taking effect, the Second Amended and Restated Memorandum and Articles of Association of the Company be amended by replacing all references to “NVC Lighting Holding Limited 雷士照明控股有限公司” with “NVC International Holdings Limited 雷士國際控股有限公司” to reflect the Change of Company Name, and any one director of the Company be and is hereby authorised to do all such acts, deeds, matters and things as he or she may in his or her absolute discretion consider necessary or desirable or expedient for the implementation of and giving effect to the Amendments and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By Order of the Board  
**NVC Lighting Holding Limited**  
**WANG Donglei**  
*Chairman*

Hong Kong, 3 December 2019

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## NOTICE OF EGM

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*Notes:*

1. All resolutions at the EGM (except those relate purely to the procedural or administrative matters, which should be taken by a show of hands as the chairman of the EGM may decide, in good faith) will be taken by a poll pursuant to 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 EGM 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, on a poll, vote on his/her behalf. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the form of proxy shall specify the number of shares in respect of which each such proxy is so appointed. In case of a poll every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
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 notarially certified copy of that power of attorney or authority, must be deposited at the Company's Hong Kong branch 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 (i.e. not later than 10:00 a.m. on Wednesday, 25 December 2019). Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the EGM 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 Friday, 20 December 2019 to Friday, 27 December 2019 (both dates inclusive), during which period no transfer of shares will be registered. In order to qualify for attending and voting at the EGM, 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 for registration before 4:30 p.m. on Thursday, 19 December 2019. Shareholders whose names appear on the register of members of the Company on Thursday, 19 December 2019 will be entitled to attend and vote at the EGM.
5. References to time and dates of this notice are to Hong Kong time and dates.
6. As at the date of this notice, the Board consists of the following directors:

*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