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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 licensed securities dealer or registered institution 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, licensed securities dealer or registered institution in securities 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)**

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS**  
**AND**  
**PROPOSED GRANTING OF GENERAL MANDATES TO**  
**REPURCHASE SHARES AND TO ISSUE NEW SHARES**  
**AND**  
**NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of NVC Lighting Holding Limited to be held at Island Ballroom A, Level 5, Island Shangri-La, Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Friday, 24 June 2011 at 10:30 a.m. is set out on pages 23 to 26 of this circular. A form of proxy for use at the Annual General Meeting 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>).

If you are not able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's 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 the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish.

13 May 2011



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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:*

“Annual General Meeting”	an annual general meeting of the Company to be held at Island Ballroom A, Level 5, Island Shangri-La, Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on 24 June 2011 at 10:30 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 23 to 26 of this circular, or any adjournment thereof;
“Articles of Association”	the articles of association of the Company currently in force;
“Board”	the board of Directors;
“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;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Issuance Mandate”	as defined in paragraph 3(b) of the Letter from the Board;
“Latest Practicable Date”	9 May 2011, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Date”	20 May 2010, the date on which trading in Shares commenced on the Stock Exchange;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;

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## DEFINITIONS

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“SAIF”	SB Asia Investment Fund II L.P., an exempted limited partnership registered in the Cayman Islands on 9 December 2004, one of the Shareholders;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Shares(s)”	ordinary share(s) of US\$0.0000001 each in the capital of the Company or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Share Repurchase Mandate”	as defined in paragraph 3(a) of the Letter from the Board;
“Shareholder(s)”	holder(s) of Share(s);
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Repurchases issued by the Securities and Futures Commission in Hong Kong.

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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:*

WU Changjiang  
WU Jiannong  
MU Yu

*Registered Office:*

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

*Non-executive Directors:*

XIA Lei  
YAN Andrew Y  
LIN Ho-Ping  
HUI Ming Yunn, Stephanie

*Headquarters:*

NVC Industrial Park  
Ruhu Town, Huizhou City  
Guangdong Province  
The People's Republic of China

*Independent Non-executive Directors:*

Alan Russell POWRIE  
Karel Robert DEN DAAS  
WANG Jinsui

*Principal Place of Business in*

*Hong Kong:*  
Level 28, Three Pacific Place  
1 Queen's Road East, Hong Kong

13 May 2011

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS  
AND  
PROPOSED GRANTING OF GENERAL MANDATES TO  
REPURCHASE SHARES AND TO ISSUE NEW SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting for (i) the re-election of the retiring Directors; and (ii) the granting to the Directors of the Share Repurchase Mandate and the Issuance Mandate to repurchase Shares and to issue new Shares respectively.

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## LETTER FROM THE BOARD

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### 2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 83(3) of the Articles of Association, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for the re-election.

According to Article 83(3) of the Articles of Association and in the opinion of the Board, all the Directors, namely Mr. Wu Changjiang, Mr. Wu Jiannong, Mr. Mu Yu, Mr. Xia Lei, Mr. Yan Andrew Y, Mr. Lin Ho-Ping, Ms. Hui Ming Yunn, Stephanie, Mr. Alan Russell Powrie, Mr. Karel Robert Den Daas and Mr. Wang Jinsui will retire at the Annual General Meeting. All of the above 10 retiring Directors, being eligible, will offer themselves for re-election at the same meeting.

Details of the retiring Directors are set out in Appendix I to this circular.

### 3. PROPOSED GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES

By Shareholders' Resolutions passed on 27 April 2010, general mandates were granted to the Directors to repurchase and issue Shares respectively. Such mandates will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase and issue Shares if and when appropriate, the following ordinary resolutions will be proposed at the Annual General Meeting to approve:

- (a) the granting of the Share Repurchase Mandate to the Directors to purchase Shares on the Stock Exchange of not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 23 to 26 of this circular (i.e. an aggregate nominal amount of Shares up to US\$30.9043 (equivalent to 309,043,000 Shares) on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting);
- (b) the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting as set out on pages 23 to 26 of this circular (i.e. an aggregate nominal amount of Shares up to US\$61.8086 (equivalent to 618,086,000 Shares) on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting); and
- (c) the extension of the Issuance Mandate by adding the aggregate nominal amount of Shares repurchased by the Company pursuant to the Share Repurchase Mandate.

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## LETTER FROM THE BOARD

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With reference to the Share Repurchase Mandate and the Issuance Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares or issue any new Shares pursuant thereto.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate is set out in Appendix II to this circular.

#### 4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 23 to 26 of this circular.

Pursuant to the Listing Rules and the Company's Articles of Association, any vote of shareholders at a general meeting must be taken by poll. An announcement on the poll vote results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and 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>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, 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 at the Company's 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 Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

#### 5. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors and granting of the Share Repurchase Mandate and Issuance Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,  
For and on behalf of the Board  
**Wu Changjiang**  
*Chairman*





- (ii) 77,767,000 options and warrants in respect to 77,767,000 underlying shares of the Company, representing approximately 2.52% of the issued share capital of the Company. Out of these interests, 8,400,000 warrants in respect to 8,400,000 underlying shares of the Company (being approximately 0.27% of the issued share capital of the Company) were held by NVC Inc., a company wholly-owned by Mr. Wu; 38,891,000 share options in respect to 38,891,000 underlying shares of the Company (representing approximately 1.26% of the issued share capital of the Company) were held by Eastern Galaxy Trust, of which Mr. Wu is one of the beneficiaries; 30,476,000 share options in respect to 30,476,000 underlying shares of the Company (representing approximately 0.99% of the issued share capital of the Company) were held by Mr. Wu personally.

Save as disclosed above, Mr. Wu was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

*Length of Service and Director's emoluments*

Mr. Wu has entered into a service contract dated 27 April 2010 with the Company for an initial term of three years commencing from the Listing Date, unless terminated by not less than three calendar months' notice in writing served by either party on the other. Pursuant to the service contract, the annual salary of Mr. Wu for the year ended 31 December 2010 shall be no more than RMB1,500,000 (excluding bonus). Director's emoluments is determined by Remuneration Committee based on the Company's revenue, performance of the director and comparable market statistics.

*Other information and matters that need to be disclosed or brought to the attention of the Shareholders*

As far as the Directors are aware, there is no information of Mr. Wu to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Wu that need to be brought to the attention of the Shareholders.

**(2) Mr. Wu Jiannong, aged 48**

*Position and Experience*

Mr. WU Jiannong (吳建農), aged 48, is an executive Director of the Company. With over 16 years of experience in the lighting products industry, he is primarily responsible for the production management of our lamp products. Mr. Wu Jiannong has been the general manager of Zhejiang Jiangshan Sunny Electronics Co., Ltd. (浙江江山三友電子有限公司), a subsidiary of our Company, since 1994 and its chairman since 2000. Prior



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**APPENDIX I**                      **DETAILS OF THE RETIRING DIRECTORS PROPOSED  
TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

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*Length of Service and Director’s emoluments*

Mr. Wu Jiannong has entered into a service contract dated 27 April 2010 with the Company for an initial term of three years commencing from the Listing Date, unless terminated by not less than three calendar months’ notice in writing served by either party on the other. Pursuant to the service contract, the annual salary of Mr. Wu Jiannong for the year ended 31 December 2010 shall be no more than RMB1,500,000 (excluding bonus). Director’s emoluments is determined by Remuneration Committee based on the Company’s revenue, performance of the director and comparable market statistics.

*Other information and matters that need to be disclosed or brought to the attention of the Shareholders*

As far as the Directors are aware, there is no information of Mr. Wu Jiannong to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Wu Jiannong that need to be brought to the attention of the Shareholders.

**(3) Mr. Mu Yu (“Mr. Mu”), aged 38***Position and Experience*

Mr. MU Yu (穆宇), aged 38, is an executive Director and a vice president of the Company, primarily responsible for our production process management. He has over 11 years of experience in production management. Mr. Mu served as a mould designer in the Ministry of Space Industry’s 061 Base 3409 Plant (航天工業部061基地3409廠) (now Guizhou Space Kaihong Technology Co., Ltd. (貴州航天凱宏科技有限責任公司)) from 1995 to 1997 and a mechanical engineer in Dongguan Changhong Hardware Co., Ltd (東莞長鴻五金製品有限公司) from 1997 to 1999. He has been with our Group since 1999 and has been responsible for overall production planning and manufacturing management since 2002. From 1999 to 2002, he was a manager of our engineering department in Huizhou. Mr. Mu received a bachelor’s degree in mechanics from the Guizhou Industry College (貴州工學院) in 1995 and completed the Advanced Management Program at the School of Economics and Management of Tsinghua University (清華大學經濟管理學院) in 2004.

Mr. Mu 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.

*Relationships*

As far as the Directors are aware, Mr. Mu 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.

*Interests in Shares*

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Mu was interested or deemed to be interested in the following shares or underlying shares of the Company pursuant to Part XV of the SFO:

- (i) 8,750,000 Shares, representing approximately 0.28% of the issued share capital of the Company, were held by Eastern Galaxy Trust, of which Mr. Mu is a beneficiary.
- (ii) 38,988,000 share options in respect to 38,988,000 underlying shares of the Company, representing approximately 1.26% of the issued share capital of the Company were held by Mr. Mu personally.

Save as disclosed above, Mr. Mu was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

*Length of Service and Director's emoluments*

Mr. Mu has entered into a service contract dated 27 April 2010 with the Company for an initial term of three years commencing from the Listing Date, unless terminated by not less than three calendar months' notice in writing served by either party on the other. Pursuant to the service contract, the annual salary of Mr. Mu for the year ended 31 December 2010 shall be no more than RMB1,500,000 (excluding bonus). Director's emoluments is determined by Remuneration Committee based on the Company's revenue, performance of the director and comparable market statistics.

*Other information and matters that need to be disclosed or brought to the attention of the Shareholders*

As far as the Directors are aware, there is no information of Mr. Mu to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Mu that need to be brought to the attention of the Shareholders.

**(4) Mr. Xia Lei, ("Mr. Xia"), aged 51***Position and Experience*

Mr. XIA Lei (夏雷), aged 51, is a non-executive Director of the Company. He joined our Group in April 2006 as a vice president responsible for our Group's investment activities and resigned from the position in 2009. He has over 19 years of experience in corporate management. From 1988 to 1991, he was an assistant researcher in the China

Academy of Railway Sciences (中國鐵道科學研究院). He held various management positions in China International Enterprises Co-operative Corporation (中國國際企業合作公司) from 1991 to 2000 and held the position of chief engineer from 1998 to 2000. He was the chief executive officer of China Zhongtian Venture Capital Investment Co., Ltd. (中國中天創業投資有限公司) from 2000 to 2005. He obtained the qualification of senior engineer (高級工程師) from the Ministry of Agriculture of the PRC in 1996.

Mr. Xia 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.

#### *Relationships*

As far as the Directors are aware, Mr. Xia 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.

#### *Interests in Shares*

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Xia was personally interested or deemed to be interested in 533,000 share options in respect to 533,000 underlying shares of the Company, representing 0.02% of the issued share capital of the Company, pursuant to Part XV of the SFO.

Save as disclosed above, Mr. Xia was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

#### *Length of Service and Director's emoluments*

Mr. Xia entered into a letter of appointment with the Company on 24 March 2010 for an initial term of three years commencing from the Listing Date. Pursuant to the letter of appointment, the annual fees payable to Mr. Xia for the year ended 31 December 2010 shall be no more than RMB400,000. Director's emoluments is determined by Remuneration Committee based on the Company's revenue, performance of the director and comparable market statistics.

#### *Other information and matters that need to be disclosed or brought to the attention of the Shareholders*

As far as the Directors are aware, there is no information of Mr. Xia to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Xia that need to be brought to the attention of the Shareholders.

#### **(5) Mr. Yan Andrew Y (“Mr. Yan”), aged 52**

##### *Position and Experience*

Mr. YAN Andrew Y (閻焱), aged 52, is a non-executive Director of the Company. Mr. Yan joined our Group in October 2006. He joined SAIF Partners in 2001 and is

currently the managing partner of SAIF Partners. Mr. Yan obtained his bachelor's degree in airplane design from Nanjing Aeronautics Institution (now Nanjing University of Aeronautics and Astronautics (南京航空航天大學)) in 1982. Mr. Yan also received a master's degree in international political economy from Princeton University in 1989. Currently, Mr. Yan acts as directors for a numbers of listed companies including:

- independent non-executive director of China Resources Land Limited (listed on the Hong Kong Stock Exchange);
- independent non-executive director of Fosun International Limited (listed on the Hong Kong Stock Exchange);
- non-executive director of Digital China Holdings Ltd (listed on the Hong Kong Stock Exchange);
- director of Acorn International Inc. (listed on the New York Stock Exchange);
- independent director of Giant Interactive Group Inc. (listed on the New York Stock Exchange);
- director of ATA Inc. (listed on the NASDAQ Global Market);
- director of Eternal Asia Supply Chain Management Ltd. (listed on the Shenzhen Stock Exchange);
- director of Global Education & Technology Group Ltd. (listed on the NASDAQ Global Market);
- non-executive director of MOBI Development Co., Ltd. (listed on the Hong Kong Stock Exchange); and
- non-executive director of China Huiyuan Juice Group Limited (listed on the Hong Kong Stock Exchange).

In addition, Mr. Yan held directorships in various listed companies including:

- independent non-executive director of Stone Group Holdings Limited (listed on the Hong Kong Stock Exchange) from 2001 to 2009;
- independent non-executive director of China Oilfield Services Limited (listed on the Hong Kong Stock Exchange) from 2002 to 2009;
- director of Shanda Interactive Entertainment Limited (listed on the NASDAQ Global Market) from 2003 to 2005;

- independent director of Eastern Communications Co., Ltd. (listed on the Shanghai Stock Exchange) from 2003 to 2006; and
- director of China Digital TV Holdings Co., Ltd. (listed on the New York Stock Exchange) from 2004 to 2008.

Saved as disclosed above, Mr. Yan 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.

*Relationships*

As far as the Directors are aware, Mr. Yan 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.

*Interests in Shares*

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Yan was interested or deemed to be interested in the following shares or underlying shares of the Company pursuant to Part XV of the SFO:

- (i) 13,108,500 Shares representing approximately 0.42% of the issued share capital of the Company were held by Mr. Yan personally.
- (ii) 13,640,500 share options in respect to 13,640,500 underlying shares of the Company, representing 0.44% of the issued share capital of the Company were held by Mr. Yan personally.

Save as disclosed above, Mr. Yan was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

*Length of Service and Director's emoluments*

Mr. Yan entered into a letter of appointment with the Company on 24 March 2010 for an initial term of three years commencing from the Listing Date. Pursuant to the letter of appointment, the annual fees payable to Mr. Yan for the year ended 31 December 2010 shall be nil.

*Other information and matters that need to be disclosed or brought to the attention of the Shareholders*

As far as the Directors are aware, there is no information of Mr. Yan to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the

Listing Rules; and there are no other matters concerning Mr. Yan that need to be brought to the attention of the Shareholders.

**(6) Mr. Lin Ho-Ping (“Mr. Lin”), aged 38**

*Position and Experience*

Mr. LIN Ho-Ping (林和平), aged 38, is a non-executive Director of the Company. Mr. Lin joined our Group in October 2006. He joined SAIF Partners in 2001 and is currently a general partner and a managing director of SAIF Partners. Prior to joining SAIF Partners, Mr. Lin was a vice president in the investment banking division at Credit Suisse First Boston (Hong Kong) Limited, which he initially joined in 1997 with Donaldson, Lufkin & Jenrette (acquired by Credit Suisse First Boston), and he was an associate in Sullivan & Cromwell LLP from 1994 to 1997. From December 2005 to June 2008, Mr. Lin served as a member of the supervisory board of Mania Technologie AG, a company incorporated in Germany and listed on the Frankfurt Stock Exchange. Mr. Lin is currently a director of China TransInfo Technology Corp., a company listed on the NASDAQ Global Market. Mr. Lin graduated from Stanford University with a bachelor’s degree in economics in 1991 and from Harvard University with a Juris Doctor law degree in 1994. Mr. Lin was admitted to the State Bar of California in 1994.

Saved as disclosed above, Mr. Lin 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.

*Relationships*

As far as the Directors are aware, Mr. Lin 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.

*Interests in Shares*

As far as the Directors aware, as at the Latest Practicable Date, Mr. Lin was interested or deemed to be interested in the following shares or underlying shares of the Company pursuant to Part XV of the SFO:

- (i) 13,108,500 Shares representing approximately 0.42% of the issued share capital of the Company were held by Mr. Lin personally.
- (ii) 13,640,500 share options in respect to 13,640,500 underlying shares of the Company, representing 0.44% of the issued share capital of the Company were held by Mr. Lin personally.

Save as disclosed above, Mr. Lin was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.





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**APPENDIX I**                      **DETAILS OF THE RETIRING DIRECTORS PROPOSED  
TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

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*Length of Service and Director's emoluments*

Ms. Hui entered into a letter of appointment with the Company on 24 March 2010 for an initial term of three years commencing from the Listing Date. Pursuant to the letter of appointment, the annual fees payable to Ms. Hui for the year ended 31 December 2010 shall be nil.

*Other information and matters that need to be disclosed or brought to the attention of the Shareholders*

As far as the Directors are aware, there is no information of Ms. Hui to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Ms. Hui that need to be brought to the attention of the Shareholders.

**(8) Mr. Alan Russell Powrie (“Mr. Powrie”), aged 60**

*Position and Experience*

Mr. Alan Russell POWRIE, aged 60, is an independent non-executive Director of the Company. From 1982 until his retirement in September 2000, Mr. Powrie was a partner of Deloitte Touche Tohmatsu, Hong Kong. From October 2000 to May 2001 and again from January 2002 to May 2002, Mr. Powrie worked as a consultant and senior advisor to Deloitte Touche Tohmatsu, China, while based in Beijing. Mr. Powrie joined Deloitte Haskins & Sells (now Deloitte Touche Tohmatsu) in 1971 and worked with that firm in the United Kingdom, United States, Hong Kong and China. Mr. Powrie was a director of Hurray! Holding Co. Ltd., a company listed on the NASDAQ Global Market, from 2004 to 2009. Mr. Powrie obtained a bachelor of laws degree from the University of Edinburgh in 1971 and is a member of the Institute of Chartered Accountants of Scotland and the Hong Kong Institute of Certified Public Accountants.

Saved as disclosed above, Mr. Powrie 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.

*Relationships*

As far as the Directors are aware, Mr. Powrie 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.

*Interests in Shares*

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Powrie was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.





*Interests in Shares*

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Wang was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

*Length of Service and Director's emoluments*

Mr. Wang entered into a letter of appointment on 27 April 2010 for an initial term of three years commencing from the Listing Date. Pursuant to the letter of appointment, the annual fees payable to Mr. Wang for the year ended 31 December 2010 shall be no more than HKD250,000. Director's emoluments is determined by Remuneration Committee based on the Company's revenue, performance of the director and comparable market statistics.

*Other information and matters that need to be disclosed or brought to the attention of the Shareholders*

As far as the Directors are aware, there is no information of Mr. Wang to be disclosed pursuant to any of the requirement under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Wang that need to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Repurchase.

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 3,090,430,000 Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the Annual General Meeting in respect of the granting of the Share Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting i.e. being 3,090,430,000 Shares, the Directors would be authorized under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, an aggregate nominal amount of Shares up to US\$30.9043 (equivalent to 309,043,000 Shares), representing 10% of the aggregate nominal amount of Shares in issue as at the date of the Annual General Meeting.

## **2. REASONS FOR SHARE REPURCHASE OF SHARES**

The Directors believe that the granting of the Share Repurchase Mandate is in the best interests of the Company and the Shareholders.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

## **3. FUNDING OF REPURCHASE**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum and Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

## **4. IMPACT OF REPURCHASE**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2010) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**5. MARKET PRICES OF SHARES**

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange since the Listing Date were as follows:

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2010</b>		
May	2.21	1.84
June	2.46	2.03
July	3.20	2.25
August	3.56	3.01
September	4.17	3.44
October	4.27	3.78
November	4.03	3.80
December	4.53	3.87
<b>2011</b>		
January	4.35	3.85
February	4.19	3.65
March	4.32	3.73
April	4.25	3.80
May (up to the Latest Practicable Date)	4.26	3.96

**6. GENERAL**

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

**7. TAKEOVERS CODE**

If as a result of a repurchase of Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, Mr. Wu Changjiang, the substantial shareholder of the Company (as defined in the Listing Rules), was interested or deemed to be interested in 724,380,000 Shares representing approximately 23.44% of the total issued share capital of the Company. In the event that the Directors exercise the proposed Share Repurchase Mandate in full, the interest in shareholding of Mr. Wu Changjiang would be increased to approximately 26% of the issued share capital of the Company.

The Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not consider such increase would reduce the issued share capital in the public to less than 25% (or the relevant prescribed minimum percentage required by the Stock Exchange). The Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

**8. REPURCHASE OF SHARES MADE BY THE COMPANY**

During the 6 months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).



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## NOTICE OF ANNUAL GENERAL MEETING

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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 an Annual General Meeting of NVC Lighting Holding Limited (the “**Company**”) will be held at Island Ballroom A, Level 5, Island Shangri-La, Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Friday, 24 June 2011 at 10:30 a.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2010.
2. To declare a final dividend for the year ended 31 December 2010.
3. To re-elect directors and to authorize the board of directors to fix the respective directors’ remuneration.
4. To re-appoint auditors and to authorize the board of directors to fix their remuneration.

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

5. **“THAT:**
  - (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to purchase its shares in accordance with all applicable laws, rules and regulations;
  - (b) the total nominal amount of shares of the Company to be purchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the said mandate shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

6. **“THAT:**

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorize the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of options under a share option scheme of the Company; and
  - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company on the date of the passing of this resolution and the said mandate shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Right Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

7. “**THAT** conditional upon the passing of resolutions set out in items 5 and 6 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 6 of the Notice be and is hereby extended by the addition to the aggregate nominal amount of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of an amount representing the aggregate nominal amount of shares purchased by the Company pursuant to the mandate referred to in resolution set out in item 5 of the Notice, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution.”

By Order of the Board  
**WU Changjiang**  
*Chairman*

Hong Kong, 13 May 2011

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. All resolutions at the meeting 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 member 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 is the holder of two or more shares) to attend and vote instead of him. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class 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 Branch Share Registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong 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 member 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 Tuesday, 21 June 2011 to Friday, 24 June 2011, both dates inclusive, during which period no transfer of shares will be effected. In order to qualify for the entitlement to the proposed final dividend and for attending and voting at the above meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s 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 not later than 4:30 p.m. on Monday, 20 June 2011.