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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)**

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS**  
**AND**  
**PROPOSED GRANTING OF GENERAL MANDATE TO**  
**REPURCHASE 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, Pacific Place, Supreme Court Road, Central, Hong Kong on Friday, 21 June 2013 at 2:00 p.m. is set out on pages 16 to 18 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, 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 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.

25 April 2013

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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, Pacific Place, Supreme Court Road, Central, Hong Kong on Friday, 21 June 2013 at 2:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 16 to 18 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 of the Company;
“Company” or “We”	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 Shares of the Company are listed on the main board of the Stock Exchange;
“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;
“Latest Practicable Date”	19 April 2013, 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 of the Company commenced on the main board of Stock Exchange;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;

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## DEFINITIONS

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“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(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 of the Letter from the Board;
“Shareholder(s)”	holder(s) of Share(s);
“Takeovers Code”	The Codes on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time.

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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 Director:*

MU Yu

*Non-executive Directors:*

LIN Ho-Ping

ZHU Hai

WANG Donglei

*Independent Non-executive Directors:*

WANG Jinsui

YUNG Tse Kwong, Steven

LEE Kong Wai, Conway

*Registered Office:*

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

*Headquarter:*

NVC Industrial Park

Ruhu Town, Huizhou City

Guangdong Province

The People's Republic of China

*Principal Place of Business in*

*Hong Kong:*

Level 28, Three Pacific Place

1 Queen's Road East

Hong Kong

Hong Kong, 25 April 2013

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS**  
**AND**  
**PROPOSED GRANTING OF GENERAL MANDATE TO**  
**REPURCHASE 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 General Mandate.

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## LETTER FROM THE BOARD

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

In accordance with Article 84(1) of the Articles of Association, Mr. Zhu Hai and Mr. Wang Jinsui will retire at the Annual General Meeting. In addition, Mr. Yung Tse Kwong, Steven, Mr. Lee Kong Wai, Conway and Mr. Wang Donglei, who have been appointed by the Board of the Company as directors on 8 November 2012, 28 November 2012 and 11 January 2013 respectively, will hold office until the Annual General Meeting pursuant to Article 83(3) of the Articles of Association. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

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

### **3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES**

At the annual general meeting of the Company held on 19 June 2012, 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 Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve 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 10 of the notice of the Annual General Meeting as set out on pages 16 to 18 of this circular (i.e. an aggregate nominal amount of Shares up to US\$31.28448 (equivalent to 312,844,800 Shares) on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting). With reference to the Share Repurchase Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Share Repurchase Mandate.

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 16 to 18 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. 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

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## LETTER FROM THE BOARD

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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, 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 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 Board consider that the proposed re-election of retiring Directors and granting of the Share Repurchase Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Board 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  
**WANG Donglei**  
*Chairman*

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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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The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

**(1) Mr. Zhu Hai (“Mr. Zhu”), aged 48**

*Position and Experience*

Mr. Zhu Hai, aged 48, is a non-executive Director of the Company. Mr. Zhu has over 15 years of experience in the electric industry. Mr. Zhu worked for Schneider Electric since 1996 and has held various management positions throughout Schneider Electric group. He served as China chief representative for Schneider Automation Company, Schneider Electric sales director for Automation Business, general manager for Schneider Shanghai Power Distribution Electrical Apparatus Co., Ltd. and Low Voltage Product Activity Director. In 2004, he joined Schneider Electric’s global headquarters in France as a senior vice-president of OEM Business. Mr. Zhu is currently the executive vice-president and president of China for Schneider Electric. Mr. Zhu received a Bachelor’s degree from Peking University and holds a Master’s degree in Computer Science from the Chinese Academy of Sciences. He also holds an EMBA degree from the China Europe International Business School.

Mr. Zhu 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. Zhu 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. Zhu 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. Zhu has entered into a service contract with the Company for a term of three years on 20 October 2011, 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 fee payable to Mr. Zhu for the year ended 31 December 2012 was HK\$500,000. Director’s emoluments are determined by Remuneration Committee based on the Company’s operating results, personal performance and comparable market statistics.



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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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*Information that Needs to Be Disclosed and Matters that Need to Be Brought to the Attention of the Shareholders*

As far as the Directors are aware, there is no information which is discloseable nor is Mr. Zhu involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Zhu that need to be brought to the attention of the Shareholders.

**(2) Mr. Wang Jinsui (“Mr. Wang”), aged 74**

*Position and Experience*

Mr. Wang Jinsui, aged 74, is an independent non-executive Director of the Company. Mr. Wang has been the president of the Fourth and Fifth Council of China Illuminating Engineering Society (“CIES”) since 2003, the honorary president of the Sixth Council of CIES since June 2012 and the vice president and secretary-general of the Third Council of CIES from 1999 to 2003. Mr. Wang also served as a member of the Board of Administration of International Commission on Illumination from 2003 to 2012. Prior to that, he was head of various departments (including international cooperation and human resources/education departments) in the Ministry of Light Industry of the PRC and China National Council of Light Industry since 1990. From 1985 to 1990, he was the first secretary in the PRC embassy in the United Kingdom. Before that, he was a professor in Beijing University of Technology. Mr. Wang graduated in mechanic engineering from Tsinghua University in 1963.

Mr. Wang 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. Wang 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. 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.

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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. Wang entered into a Letter of Appointment with the Company on 27 April 2010, for a term of three years starting 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 Letter of Appointment, the annual fee payable to Mr. Wang for the year ended 31 December 2012 was HK\$500,000. Director's emoluments are determined by the Remuneration Committee based on the Company's operating results, personal performance and comparable market statistics.

*Information that Needs to Be Disclosed and Matters that Need to Be Brought to the Attention of the Shareholders*

As far as the Directors are aware, there is no information which is discloseable nor is Mr. Wang involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Zhu that need to be brought to the attention of the Shareholders.

**(3) Mr. Yung Tse Kwong, Steven ("Mr. Yung"), aged 62**

*Position and Experience*

Mr. Yung Tse Kwong, Steven, aged 62, is an independent non-executive Director of the Company. Mr. Yung has extensive management experience earned from leading multinational companies in the media, entertainment, consumer and retail industries. Mr. Yung had served as the executive chairman of Clear Media Limited, serves as an independent non-executive director of Kingmaker Footwear Holdings Limited from 2006 until present and is currently an executive deputy chairman, executive director, and chief executive officer of Imagi International Holdings Limited. All the abovementioned companies are public companies whose securities are listed on the Main Board of Hong Kong Stock Exchange. Mr. Yung began his career as a producer with the Hong Kong Commercial Broadcasting Company Limited and had since held various senior management positions at The Coca-Cola Company in the U.S.A. and Asia, served as Regional Managing Director of AC Nielsen China, Hong Kong, Taiwan and Korea and as President of Nielsen Media International. Both Coca-Cola Company and AC Nielsen are New York Stock Exchange listed companies. He had been a director of the Cable and Satellite Broadcasting Association of Asia, and is currently a director of the Child Development Matching Fund and the Tao Fong Shan Foundation Limited.

Mr. Yung also served as a director of Oasis Hong Kong Airlines Limited ("Oasis") (a company incorporated in Hong Kong with limited liability) from 13 October 2006 until 11 June 2008, the date on which Oasis was wound up by order of the Hong Kong court.

Save as disclosed above, Mr. Yung 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.

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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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*Relationships*

As far as the Directors are aware, Mr. Yung 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. Yung 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. Yung entered into a Letter of Appointment with the Company on 8 November 2012, for a term of three years, unless terminated by not less than three calendar months' notice in writing served by either party on the other. Pursuant to the Letter of Appointment, the annual fee payable to Mr. Yung for the year ended 31 December 2012 was HK\$500,000. Director's emoluments are determined by the Remuneration Committee based on the Company's operating results, personal performance and comparable market statistics.

*Information that Needs to Be Disclosed and Matters that Need to Be Brought to the Attention of the Shareholders*

As Mr. Yung was still a director of Oasis when it was wound up, pursuant to Rule 13.51(2)(1) of the Listing Rules, the Company must disclose that Mr. Yung was once a director of Oasis. For the avoidance of doubt, Oasis and its subsidiaries are independent from and not connected with the Company, its subsidiaries and connected persons.

Oasis has been in the business of operating budget long-haul passenger airline services to and from Hong Kong until 11 June 2008 when it was wound up. Messrs Edward Middleton and Patrick Cowley of KPMG were appointed on 15 July 2008 as the joint and several liquidators of Oasis. As at the date of this Circular, the winding-up is still in progress.

Save as disclosed above, there is no information which is discloseable nor is Mr. Yung involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Yung that need to be brought to the attention of the Shareholders.

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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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**(4) Mr. Lee Kong Wai, Conway (“Mr. Lee”), aged 58**

*Position and Experience*

Mr. Lee Kong Wai, Conway, aged 58, is an independent non-executive Director of the Company. Mr. Lee received a bachelor’s degree in arts from Kingston University (formerly known as Kingston Polytechnic) in London, and obtained his postgraduate diploma in business from the Curtin University of Technology in Australia. Mr. Lee served as a partner of Ernst & Young (“EY”) for over 29 years, until 2009, during which he held key leadership positions in the development of EY in China. Mr. Lee is a member of the Institute of Chartered Accountants in England and Wales, the Institute of Chartered Accountants in Australia, the Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants and the Macau Society of Certified Practising Accountants. Mr. Lee currently serves as an independent non-executive director of China Taiping Insurance Holdings Company Limited, Chaowei Power Holdings Limited, West China Cement Limited, China Modern Dairy Holdings Ltd., GOME Electrical Appliances Holding Limited, Tibet 5100 Water Resources Holdings Ltd. (all of which are listed on the main board of Hong Kong Stock Exchange) and Citic Securities Company Limited (a company listed on the main board of Hong Kong Stock Exchange and the Shanghai Stock Exchange). He also served as an independent non-executive director of Sino Vanadium Inc. (a company listed on the TSX Venture Exchange in Canada) from October 2009 to December 2011. Mr. Lee has been appointed as a member of the Chinese People’s Political Consultative Conference of Hunan Province in China since 2007.

Save as disclosed above, Mr. Lee 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. Lee 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. Lee 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*

Mr. Lee entered into a Letter of Appointment with the Company on 28 November 2012, for a term of three years, unless terminated by not less than three calendar months' notice in writing served by either party on the other. Pursuant to the Letter of Appointment, the annual fee payable to Mr. Lee for the year ended 31 December 2012 was HK\$500,000. Director's emoluments are determined by the Remuneration Committee based on the Company's operating results, personal performance and comparable market statistics.

*Information that Needs to Be Disclosed and Matters that Need to Be Brought to the Attention of the Shareholders*

As far as the Directors are aware, there is no information which is discloseable nor is Mr. Lee involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Lee that need to be brought to the attention of the Shareholders.

**(5) Mr. Wang Donglei ("Mr. Wang"), aged 48**

*Position and Experience*

Mr. Wang Donglei, aged 48, is a non-executive Director of the Company. Mr. Wang has many years of experience in product research and development, manufacturing and business management. In 1996, Mr. Wang participated in the founding of Zhuhai China Resources Electric Co., Ltd. (which was subsequently renamed as Elec-Tech International Co., Ltd. and which was listed on the Shenzhen Stock Exchange in China in 2004) and served as the Chairman and the General Manager. Since 2001, he has been serving as the Chairman and a director of Elec-Tech International Co., Ltd.. At present, Mr. Wang also serves various subsidiaries of Elec-Tech International Group which include: the Chairman of Zhuhai Hansheng Precision Machinery Co., Ltd., the Chairman of Appliance Co. of America (Zhuhai) Co., Ltd., the Chairman of Elec-Tech (Hong Kong) Optoelectronic Technology Co., Ltd., executive director of 3E Semiconductor (Wuhu) Co., Ltd., executive director of Elec-Tech (Dalian) Investment Co., Ltd., director of Zhuhai Elec-Tech International Co., Ltd., director of ETI-LED Solutions Japan Co. Ltd, director of Elec-Tech US Inc., director of ETI Solid State Lighting Inc. and director of ETI LED Solutions Inc.. Mr. Wang graduated from China Dalian Institute of Technology (subsequently renamed as Dalian University of Technology) with a bachelor's degree in engineering.

Save as disclosed above, Mr. Wang 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. Wang 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.

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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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*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 with the Company on 11 January 2013, for a term of three years, unless terminated by not less than three calendar months' notice in writing served by either party on the other. Pursuant to the Letter of Appointment, the annual fee payable to Mr. Wang was HK\$500,000. Director's emoluments are determined by the Remuneration Committee based on the Company's operating results, personal performance and comparable market statistics.

*Information that Needs to Be Disclosed and Matters that Need to Be Brought to the Attention of the Shareholders*

As far as the Directors are aware, there is no information which is discloseable nor is Mr. Wang involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 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 Mandate.

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 3,128,448,000 Shares.

Subject to the passing of the ordinary resolution set out in item 10 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 3,128,448,000 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\$31.28448 (equivalent to 312,844,800 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**

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 Cayman Island 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 2012) 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 during each of the previous 12 months were as follows:

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2012</b>		
May	3.06	1.46
June	1.88	1.36
July	1.59	1.40
August	1.60	0.71
September	1.78	1.30
October	2.17	1.75
November	2.10	1.77
December	2.45	1.92
<b>2013</b>		
January	2.27	1.91
February	2.09	1.80
March	2.03	1.58
April ( <i>up to the Latest Practicable Date</i> )	1.85	1.66

**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 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, Elec-Tech International (H.K.) Company Limited (德豪潤達國際(香港)有限公司) ("Elec-Tech HK"), the substantial shareholder of the Company (as defined in the Listing Rules), was interested in 633,301,000 Shares, representing approximately 20.24% of the issued share capital of the Company. As Elec-Tech HK was a wholly-owned subsidiary of Elec-Tech International Co., Ltd (廣東德豪潤達電氣股份有限公司) ("Elec-Tech"), Elec-Tech was deemed to be interested in all shares held by Elec-Tech HK in the Company. In the event that the Directors exercise the proposed Share Repurchase Mandate in full, the shareholding of Elec-Tech HK and Elec-Tech would be increased to approximately 22.50% 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 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 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, Pacific Place, Supreme Court Road, Central, Hong Kong on Friday, 21 June 2013 at 2:00 p.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 2012;
2. To declare a final dividend for the year ended 31 December 2012;
3. To re-elect Mr. Zhu Hai as a non-executive director of the Company;
4. To re-elect Mr. Wang Jinsui as an independent non-executive director of the Company;
5. To re-elect Mr. Yung Tse Kwong, Steven as an independent non-executive director of the Company;
6. To re-elect Mr. Lee Kong Wai, Conway as an independent non-executive director of the Company;
7. To re-elect Mr. Wang Donglei as a non-executive director of the Company;
8. To authorize the board of directors to fix the respective directors’ remuneration; and
9. 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 resolution as an ordinary resolution:

10. **“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;

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## NOTICE OF ANNUAL GENERAL MEETING

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(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

(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.”

By Order of the Board  
**WANG Donglei**  
*Chairman*

Hong Kong, 25 April 2013

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. All resolutions at the meeting (except those relate purely to the procedural or administrative matters, which should be taken by a show of hands as the Chairman may decide, in good faith) 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 shareholder 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 shareholder 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, at 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 shareholder 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 will be closed from Tuesday, 18 June 2013 to Friday, 21 June 2013 (both days inclusive) and from Friday, 28 June 2013 to Thursday, 4 July 2013 (both days inclusive), during which periods no transfer of shares will be registered. In order to qualify for attending and voting at the forthcoming annual general meeting, all transfer of shares accompanied by share certificates and transfer forms 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 before 4:30 p.m. on Monday, 17 June 2013. In order to qualify for the proposed final dividend (subject to the approval by shareholders at the forthcoming general meeting), all transfer of shares accompanied by share certificates and transfer forms must be lodged with the Company’s Branch Share Registrar, Computershare Hong Kong Investor Services Limited at the abovementioned address before 4:30 p.m. on Thursday, 27 June 2013.