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NVC LIGHTING HOLDING LIMITED

雷士照明控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2222)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 21 JUNE 2013
AND
CHANGE OF DIRECTORS
AND
CHANGE OF MEMBERS OF THE BOARD COMMITTEES

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 21 JUNE 2013

At the annual general meeting (the “AGM”) of NVC Lighting Holding Limited (the “Company”) held on 21 June 2013, all the proposed resolutions as set out in the notice of the AGM dated 25 April 2013 and the supplemental notice of the AGM dated 5 June 2013 were taken by poll. The poll results are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 December 2012.	2,284,545,741 (100%)	0 (0 %)
2.	To declare a final dividend of HK\$1.5 cents per share for the year ended 31 December 2012.	2,284,545,741 (100%)	0 (0 %)
3.	To re-elect Mr. Zhu Hai as non-executive director.	2,283,428,741 (99.951106%)	1,117,000 (0.048894%)
4.	To re-elect Mr. Wang Jinsui as independent non-executive director.	2,283,428,741 (99.951106%)	1,117,000 (0.048894%)
5.	To re-elect Mr Yung Tse Kwong, Steven as independent non-executive director.	N/A	N/A
6.	To re-elect Mr Lee Kong Wai, Conway as independent non-executive director.	2,187,267,623 (95.741905%)	97,278,118 (4.258095%)
7.	To re-elect Mr Wang Donglei as non-executive director.	2,283,428,741 (99.951106%)	1,117,000 (0.048894%)
8.	To authorize the board of directors to fix the respective directors’ remuneration.	2,283,429,741 (99.999825%)	4,000 (0.000175%)
9.	To appoint Messrs Ernst & Young as auditors and to authorize the board of directors to fix their remuneration.	2,284,541,741 (99.999825%)	4,000 (0.000175%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
10.	To give a general mandate to the directors to repurchase shares of the Company not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.	2,284,530,741 (100%)	0 (0%)
11.	To elect Mr. Wu Changjiang as executive director with effect from the date of passing of this resolution.	1,462,384,741 (99.923540%)	1,119,000 (0.076460%)
12.	To elect Mr. Wang Dongming as executive director with effect from the date of passing of this resolution.	2,282,908,741 (99.951095%)	1,117,000 (0.048905%)
13.	To elect Ms. Wu Ling as independent non-executive director with effect from the date of passing of this resolution.	1,640,349,741 (99.999695%)	5,000 (0.000305%)

Notes:

- (a) As a majority of the votes were cast in favour of each of the resolutions numbered 1 to 13, all resolutions were duly passed as ordinary resolutions.
- (b) As at the date of the AGM, the total number of shares of the Company in issue was 3,128,448,000 shares.
- (c) The total number of shares of the Company entitling the holder to attend and vote on the resolutions at the AGM was 3,128,448,000 shares.
- (d) There were no shares entitling the holder to attend and abstain from voting in favour of the resolutions at the AGM as set out in rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").
- (e) No shareholder of the Company was required under the Listing Rules to abstain from voting on the resolutions at the AGM.
- (f) None of the shareholders of the Company have stated their intention in the Company's circular dated 25 April 2013 to vote against or to abstain from voting on any of the resolutions at the AGM.
- (g) The Company's branch share registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.

CHANGE OF DIRECTORS

The board of directors (the "Board") of the Company announces that Mr. Yung Tse Kwong, Steven ("Mr. Yung") did not offer himself for re-election as independent non-executive director of the Company at the AGM due to other business engagements which require more of his dedication.

Mr. Yung has confirmed that he has no disagreement with the Board and there is no matter in relation to his retirement that needs to be brought to the attention of the shareholders of the Company.

The Board would like to express its gratitude to Mr. Yung for his valuable efforts and contributions to the Company during his tenure of office.

In addition, being passed in the AGM, Mr. Wu Changjiang and Mr. Wang Dongming have been appointed as executive directors of the Company and Ms. Wu Ling has been appointed as independent non-executive director of the Company with effect from 21 June 2013.

The biography of Mr. Wu Changjiang, Mr. Wang Dongming and Ms. Wu Ling are as follows:

1. MR. WU CHANGJIANG (“MR. WU”), AGED 47

Mr. Wu Changjiang, aged 47, has been appointed as the Chief Executive Officer of the Company, with effect from 11 January 2013. Mr. Wu has more than 18 years of experience in the lighting products industry. He was the general manager in Huizhou Minghui Electrical Equipment Co., Ltd. (惠州明暉電器有限公司) from 1994 to 1997 and Bao’anqu Shajing Shasi Hengyu Lighting Plant (寶安區沙井沙四恒裕燈飾製品廠) from 1997 to 1998. Mr. Wu acted as the Chairman, an Executive Director and the Chief Executive Officer of the Company from 20 May 2010 to 24 May 2012. Mr. Wu is currently the chairman of CRS Electronics Inc. (a company listed on the TSX Venture Exchange in Canada). Mr. Wu graduated from Northwestern Polytechnical University (西北工業大學) with a bachelor’s degree in aircraft manufacturing in 1988. He also received an EMBA degree from China New Entrepreneur Development Program (國研•斯坦福中國企業新領袖培養計劃項目) in 2008, a joint program sponsored by the Chinese government and Stanford University.

Save as disclosed above, Mr. Wu has not held other directorships in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Wu is Mr. Wu Changyong’s elder brother. Mr. Wu Changyong is a vice-president of the Company responsible for procurement and logistics management. Save as disclosed above, Mr. Wu 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.

As far as the Directors are aware, as at the date hereof, Mr. Wu holds or is deemed to hold interests in the following shares or underlying shares of the Company pursuant to Part XV of the Securities and Futures Ordinance (“SFO”):

- (i) 293,816,992 shares (being long positions), representing 9.39% of the issued share capital of the Company, among which, 240,208,992 shares (being long positions and representing 7.68% of the issued share capital of the Company) are held by NVC Inc., a company wholly owned by Mr. Wu and 53,608,000 shares (being long positions and representing 1.71% of the issued share capital of the Company) are held by Mr. Wu in his own name.
- (ii) 239,789,000 shares (being short positions), representing 7.66% of the issued share capital of the Company are held by NVC Inc., a company wholly owned by Mr. Wu. Such short positions represent the shares pledged to Elec-Tech International (H.K.) Company Limited (德豪潤達國際(香港)有限公司) (“EIHK”) pursuant to a share transfer agreement and the relevant arrangements dated 26 December 2012 among EIHK, Mr. Wu and NVC Inc., details of which were disclosed in the announcement of the Company dated 26 December 2012.
- (iii) 30,476,000 share options, representing 30,476,000 underlying shares of the Company (representing 0.97% of the issued share capital of the Company) are held by Mr. Wu in his own name.

Save as disclosed above, Mr. Wu does not have any interests in nor is he deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Mr. Wu will enter into a service contract with the Company for a term of three years, which can be terminated by either party giving three months’ written notice. Mr. Wu is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company,

in accordance with the Articles of Association of the Company. Mr. Wu's remuneration will be determined by the Remuneration Committee, based on the Company's operating results, his individual performance and comparable market statistics.

As far as the Directors are aware, there is no other information in relation to Mr. Wu which is required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(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. WANG DONGMING (“MR. WANG”), AGED 43

Mr. Wang Dongming, aged 43. Mr. Wang has more than 15 years of experience in electrical and finance industry, and has many years of experience in manufacturing, finance and business management. He was the vice finance manager of China Infrastructure Materials Corp. (中國基建物資總公司) and the general manager of its Shenzhen Branch, respectively, from 1992 to 2000. From 2000 to 2011, Mr. Wang acted as an executive director, a vice general manager and the chief financial officer of Elec-Tech International Co., Ltd. (廣東德豪潤達電氣股份有限公司) which is listed on the Shenzhen Stock Exchange in China. Mr. Wang is currently the general manager of lighting division in Elec-Tech International Co., Ltd. and an executive director of EIHK. Mr. Wang graduated from Shanxi Institute of Finance and Economics (陝西財經學院) with a bachelor degree in finance and accounting in 1992.

Save as disclosed above, Mr. Wang has not held other directorships in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Wang is Mr. Wang Donglei's younger brother. Mr. Wang Donglei is the Chairman and a Non-executive Director of the Company, and the Chairman and a director of Elec-Tech International Co., Ltd., a substantial shareholder of EIHK, which in turn a substantial shareholder of the Company. Save as disclosed above, 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.

As far as the Directors are aware, as at the date hereof, Mr. Wang does not have any interests in nor is he deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Mr. Wang will enter into a service contract with the Company for a term of three years, which can be terminated by either party giving three months' written notice. Mr. Wang is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company, in accordance with the Articles of Association of the Company. Mr. Wang's remuneration will be determined by the Remuneration Committee, based on the Company's operating results, his individual performance and comparable market statistics.

As far as the Directors are aware, there is no other information in relation to Mr. Wang which is required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(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.

3. MS. WU LING (“MS. WU”), AGED 55

Ms. Wu Ling, aged 55. Ms. Wu has nearly 10 years of experience in semiconductor lighting industry. She acted as the director of Semiconductor Lighting Substantial Project Management Office of the Ministry of Science and Technology of the PRC (中國科技部半導體照明重大項目管理辦公室), a deputy director of the National Semiconductor Lighting Project Coordination and Leading Group Office (國家半導體照明工程協調領導小組辦公室) and the director of Beijing Semiconductor Lighting Technology Promotion Centre (北京半導體照明科技促進中心) in 2003, the secretary-

general of China Solid State Lighting Alliance (國家半導體照明工程研發及產業聯盟) in 2004, a standing director of China Material Research Society (中國材料研究學會), a standing director of China Illuminating Engineering Society (中國照明學會) and a standing director of China Industry-University Research Institute Collaboration Association (中國產學研促進會) in 2009. Ms. Wu was also elected as the first chairwoman of International SSL Alliance (國際半導體照明聯盟) in 2010 and the director-general of State Key Laboratory for Joint Innovation of Semiconductor Lighting (半導體照明聯合創新國家重點實驗室) in 2011, respectively. Ms. Wu graduated from the Harbin Medical University (哈爾濱醫科大學) and the University of Calgary in Canada in 1982 and 1996, respectively, and obtained a bachelor degree in health and a master's degree in business administration.

Save as disclosed above, Ms. Wu has not held other directorships in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

As far as the Directors are aware, as at the date hereof, Ms. Wu 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.

As far as the Directors are aware, as at the date hereof, Ms. Wu does not have any interests in nor is she deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Ms. Wu will enter into a service contract with the Company for a term of three years, which can be terminated by either party giving three months' written notice. Ms. Wu is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company, in accordance with the Articles of Association of the Company. Ms. Wu's remuneration will be determined by the Remuneration Committee, based on the Company's operating results, her individual performance and comparable market statistics.

As far as the Directors are aware, there is no other information in relation to Ms. Wu which is required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(v) of the Listing Rules and there are no other matters concerning Ms. Wu that need to be brought to the attention of the shareholders.

The Board welcomes Mr. Wu, Mr. Wang and Ms. Wu as members of the Board.

CHANGE OF MEMBERS OF THE BOARD COMMITTEES

The Board further announces that due to the retirement of Mr. Yung as independent non-executive director of the Company, Mr. Yung has therefore retired from all committees of the Board of the Company with effect from 21 June 2013. The retirement of Mr. Yung will result in the Company's non-compliance with Rules 3.21 of the Listing Rules. The Board will nominate a new Chairman of the Nomination Committee, member of the Audit Committee and member of the Remuneration Committee and ensure compliance with Rules 3.21 of the Listing Rules as soon as possible.

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

Hong Kong, 21 June 2013

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

Executive Directors:

MU Yu

WU Changjiang

WANG Dongming

Non-executive Directors:

LIN Ho-Ping

ZHU Hai

WANG Donglei

Independent Non-executive Directors:

WANG Jinsui

LEE Kong Wai, Conway

WU Ling