



**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)

**REVISED FORM OF PROXY FOR THE ANNUAL GENERAL MEETING**  
**TO BE HELD ON THURSDAY, 29 MAY 2014**  
**(the “Revised Proxy Form”)**

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ <sup>(Note 2)</sup> shares of US\$0.000001 each in the  
share capital of NVC Lighting Holding Limited (the “Company”) hereby appoint THE CHAIRMAN OF THE MEETING or  
of \_\_\_\_\_  
as my/our proxy <sup>(Note 3)</sup> to attend, act and vote FOR me/us and on my/our behalf as directed below at the annual general meeting (the “AGM”) of the Company to be held  
at 10 a.m. on Thursday, 29 May 2014 at The Lounge, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong (and at any adjournment thereof).  
Please tick (“√”) in the appropriate boxes as a mark to indicate how you wish your vote(s) to be cast on a poll <sup>(Note 4)</sup>.

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To receive the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 December 2013.		
2.	To declare a final dividend of HK\$2 cents per share for the year ended 31 December 2013.		
3.	To re-elect Mr. Mu Yu as an executive director of the Company.		
4.	To re-elect Mr. Lin Ho-Ping as a non-executive director of the Company.		
5.	To re-elect Mr. Wang Jinsui as an independent non-executive director of the Company.		
6.	To authorize the board of directors to fix the respective directors’ remuneration.		
7.	To re-appoint Messrs. Ernst & Young as auditors and to authorize the board of directors to fix their remuneration.		
8.	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 this resolution.		
9.	To give a general mandate to the directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of this resolution.		
10.	To extend the general mandate to the directors to issue, allot and deal with additional shares in the capital of the Company by the aggregate nominal amount of the shares repurchased by the Company.		
11.	To elect Mr. Xiao Yu as a non-executive director of the Company with effect from the date of passing of this resolution.		
12.	To elect Mr. Li Wei as a non-executive director of the Company with effect from the date of passing of this resolution.		
13.	To elect Mr. Wang Xuexian as an independent non-executive director of the Company with effect from the date of passing of this resolution.		
14.	To elect Mr. Wei Hongxiong as an independent non-executive director of the Company with effect from the date of passing of this resolution.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2014 Signature(s) <sup>(Note 5)</sup> \_\_\_\_\_

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this Revised Proxy Form will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, please strike out the words “the Chairman of the meeting” and insert the name and address of the proxy desired in the space provided. A member entitled to attend and vote at the AGM may appoint a proxy/more than one proxy to attend and on a poll, vote on his behalf, provided that 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. A proxy need not be a member of the Company. **ANY ALTERATION MADE TO THIS REVISED PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (“√”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“√”) THE BOX MARKED “AGAINST”.** If no direction is given, your proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
- This Revised Proxy Form must be signed by you or your attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorized.
- In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company.
- In order to be valid, this Revised Proxy Form together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company’s branch share registrar in Hong Kong, 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 fixed for holding the AGM or any adjournment (the “Closing Time”).
- If you have already lodged the first proxy form, which was sent by the Company to its members on 25 April 2014 (the “First Proxy Form”), with the Company, you should note that:**
  - If no Revised Proxy Form is lodged with the Company, the First Proxy Form will be treated as a valid proxy form lodged by you, if correctly completed. The proxy so appointed by you will be entitled to vote at his/her discretion on any resolution properly put to AGM other than those referred to in the First Proxy Form, including the above proposed resolutions nos. 11-14 for the election of Mr. Xiao Yu and Mr. Li Wei as non-executive directors of the Company and Mr. Wang Xuexian and Mr. Wei Hongxiong as independent non-executive directors of the Company.
  - If the Revised Proxy Form is lodged with the Company before the Closing Time, the Revised Proxy Form will revoke and supersede the First Proxy Form previously lodged by you. The Revised Proxy Form will be treated as a valid proxy form lodged by you, if correctly completed. Accordingly, you are advised to complete the Revised Proxy Form carefully.
  - If the Revised Proxy Form is lodged with the Company after the Closing Time, the Revised Proxy Form will be invalid. However, it will revoke the First Proxy Form previously lodged by you, and any vote that may be cast by the purported proxy (whether appointed under the First Proxy Form or the Revised Proxy Form) will not be counted in any poll which may be taken on a proposed resolution. Accordingly, you are advised not to lodge the Revised Proxy Form after the Closing Time. If you wish to vote at AGM, you will have to attend in person and vote at AGM by yourselves.
- Completion and delivery of the Proxy Form, as the case may be, will not preclude you from attending and voting at the AGM if you so wish.