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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)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 29 MAY 2014
AND
CHANGE OF DIRECTORS

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 29 MAY 2014

At the annual general meeting (the “AGM”) of NVC Lighting Holding Limited (the “Company”) held on 29 May 2014, all the proposed resolutions as set out in the notice of the AGM dated 25 April 2014 and the supplement notice of the AGM dated 14 May 2014 were taken by poll. The poll results are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive the Company’s audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 December 2013.	1,270,036,083 (100%)	0 (0%)
2.	To declare a final dividend of HK\$2 cents per share for the year ended 31 December 2013.	1,270,036,083 (100%)	0 (0%)
3.	To re-elect Mr. Mu Yu as an executive director of the Company.	N/A	N/A
4.	To re-elect Mr. Lin Ho-Ping as a non-executive director of the Company.	1,229,439,040 (96.803473%)	40,597,043 (3.196527%)
5.	To re-elect Mr. Wang Jinsui as an independent non-executive director of the Company.	1,270,032,083 (99.999685%)	4,000 (0.000315%)
6.	To authorize the board of directors to fix the respective directors’ remuneration.	1,270,033,083 (99.999764%)	3,000 (0.000236%)
7.	To re-appoint Messrs. Ernst & Young as auditors and to authorize the board of directors to fix their remuneration.	1,270,033,083 (99.999764%)	3,000 (0.000236%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
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 passing of this resolution.	1,270,036,083 (100%)	0 (0%)
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 passing of this resolution.	972,682,522 (76.586999%)	297,353,561 (23.413001%)
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.	1,149,533,522 (90.511879%)	120,502,561 (9.488121%)
11.	To elect Mr. Xiao Yu as a non-executive director of the Company with effect from the date of passing of this resolution.	626,362,083 (99.999521%)	3,000 (0.000479%)
12.	To elect Mr. Li Wei as a non-executive director of the Company with effect from the date of passing of this resolution.	626,362,083 (99.999521%)	3,000 (0.000479%)
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.	626,362,083 (99.999521%)	3,000 (0.000479%)
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.	626,362,083 (99.999521%)	3,000 (0.000479%)

Notes:

- (a) Except the resolution number 3 which was not applicable, a majority of the votes were cast in favour of each of the rest resolutions, all resolutions (except the resolution number 3 which was not applicable) 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 2014 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. Mu Yu (“Mr. Mu”) did not offer himself for re-election as executive director of the Company at the AGM due to other business engagements which require more of his dedication.

Mr. Mu 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. Mu for his valuable efforts and contributions to the Company during his tenure of office.

In addition, being passed in the AGM, Mr. Xiao Yu and Mr. Li Wei have been appointed as non-executive directors of the Company and Mr. Wang Xuexian and Mr. Wei Hongxiong have been appointed as independent non-executive directors of the Company with effect from 29 May 2014.

The biography of Mr. Xiao Yu, Mr. Li Wei, Mr. Wang Xuexian and Mr. Wei Hongxiong are as follows:

1. Mr. XIAO Yu (“Mr. Xiao”), Aged 55

Mr. Xiao Yu, aged 55. Mr. Xiao graduated from Dalian Institute of Technology (later renamed as Dalian University of Technology) with a Bachelor’s degree in 1985 and also graduated with an EMBA’s degree from School of Economics and Management of Tsinghua University in 2008. He holds the engineer’s qualification certificate. From July 1986 to June 1996, Mr. Xiao worked in Beijing Beinei Group (北京北內集團) as the deputy chief coordinator and the party secretary of the Communist Party of China of the Central Coordination Office, during which he was awarded the titles of Beijing Model Worker and Beijing Excellent Young Intellectual. He was the chairman and general manager of Westar (Zhongshan) Electrical Appliance Manufacturing Co., Ltd. (威斯達電器(中山)製造有限公司), a subsidiary of Elec-Tech International Group from July 1996 to August 2004 and was the deputy general manager of the Elec-Tech International Group and the chairman of Westar (Zhongshan) Electrical Appliance Manufacturing Co., Ltd (威斯達電器(中山)製造有限公司) from September 2004 to February 2008. From May 2008 to the present, he has successively served as the consultant to the president of Elect-Tech International Group, the chairman and general manager of Elec-Tech Photoelectric Technology (Dalian) Co., Ltd. (大連德豪光電科技有限公司) and the general manager of Elec-Tech Photoelectric Technology (Wuhu) Co., Ltd. (蕪湖德豪潤達光電科技有限公司). Currently, Mr. Xiao works in different subsidiaries of Elect-Tech International Group as: a director of Zhuhai East Yingcheng Precision Die-casting Co., Ltd. (珠海市東部穎承精密壓鑄有限公司), a director of Appliance of America (Zhuhai) Limited (北美電器(珠海)有限公司), an executive director of Elec-Tech Photoelectric Technology (Dalian) Co., Ltd. (大連德豪光電科技有限公司) and an executive director of Leitong Photoelectric Device (Huizhou) Co., Ltd. (惠州雷通光電器件有限公司). Mr. Xiao has extensive experience in production management. He once served as a senior officer in companies listed in Mainland China for several years and therefore has in-depth knowledge and understanding on corporate governance and corporate management.

As far as the Directors are aware, Mr. Xiao has not held 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, Mr. Xiao 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. Xiao 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 Securities and Futures Ordinance.

Mr. Xiao 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. Xiao 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. Xiao's remuneration will be determined by the Remuneration Committee, based on the Company's operating results, his individual performance and comparable market statistics.

Saved as disclosed above, there is no other information in relation to Mr. Xiao which is 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. Xiao that need to be brought to the attention of the shareholders.

2. Mr. LI Wei ("Mr. Li"), Aged 43

Mr. Li Wei, aged 43. Mr. Li graduated from Department of Economics, Renmin University of China in June 1995 with a Master's degree in economics. He is a certified public accountant in China and a sponsor representative approved by China Securities Regulatory Commission. From June 2006 to July 2008, Mr. Li was the general manager of the headquarter of investment banking division of Shenyin & Wanguo Securities Co., Ltd. (申銀萬國證券股份有限公司). From July 2008 to the present, he is the managing director of the headquarter of investment banking division of China Galaxy Securities Co., Ltd. (中國銀河證券股份有限公司). Mr. Li has many years' experience in investment banking services of financial institutions and profound knowledge on domestic and overseas economies and capital market. His long involvement in investment banking business has enabled him to acquire insightful understanding and extensive experience in corporate development strategies, corporate governance and financial management.

As far as the Directors are aware, Mr. Li has not held 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, Mr. Li 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. Li 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 Securities and Futures Ordinance.

Mr. Li 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. Li 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. Li's remuneration will be determined by the Remuneration Committee, based on the Company's operating results, his individual performance and comparable market statistics.

Saved as disclosed above, there is no information in relation to Mr. Li which is 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. Li that need to be brought to the attention of the shareholders.

3. Mr. WANG Xuexian ("Mr. Wang"), Aged 50

Mr. Wang Xuexian, aged 50. Mr. Wang graduated from Renmin University of China with a Master's degree in Civil Laws in January 1990. He is a lawyer in China, and his qualification for serving as an independent director has been approved by the Shanghai Stock Exchange. From January 1990 to the present, he has worked as an assistant professor and lecturer in Dalian University of Technology. He currently serves as a deputy professor of Dalian University of Technology, a lawyer of Heng Xin Law Office (遼寧恒信律師事務所) in Liaoning, and an independent director of Elec-Tech International Co., Ltd. (廣東德豪潤達電氣股份有限公司) (a company listed on Shenzhen Stock Exchange of China, Stock Code: 002005) and Yantai Zhaojin Lifu Precious Metals Co., Ltd (煙臺招金勵福貴金屬股份有限公司). Mr. Wang is also an arbitrator of the Dalian Arbitration Commission. Mr. Wang has extensive experience in law studies, teaching and the work of lawyers, once served as an independent director of several listed or unlisted companies in the Mainland China, and has in-depth knowledge and understanding on domestic and overseas laws, corporate management and corporate governance.

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.

As far as the Directors are aware, as at the date hereof, 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 Securities and Futures Ordinance.

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.

Saved as disclosed above, 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(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.

4. Mr. WEI Hongxiong (“Mr. Wei”), Aged 40

Mr. Wei Hongxiong, aged 40. Mr. Wei graduated from Xi’an Polytechnic University with a Bachelor’s degree in engineering. He is a statistician and patent agent in China. Mr. Wei is currently a full-time lawyer of China Commercial Law Firm in Guangdong (廣東華商律師事務所) and a law expert of the Expert Pool of the Shenzhen Nanshan Science and Technology Commission. In 1998, he started to work in the Shantou Haojiang Development and Reform Bureau, mainly engaging in the planning and studies of economic and social development, and the feasibility studies and approval of major projects. From 2006 to the present, he has worked as a full-time lawyer. Mr. Wei once served as deputy director of the Legal Services Commission of the Cultural Industry of the Shenzhen Lawyers Association, and was also a legal advisor of Shenzhen Intelligent Transportation Industry Association and Shenzhen Sanlian Crystal & Jade Culture Association. Mr. Wei is mainly engaged in corporate establishment and regulatory governance, restructuring and reorganization, issuance and listing of shares, acquisitions and mergers, investments in and financing for major projects, intellectual property rights and other law services. He once served as a long-term legal advisor of many enterprises, had/had been dealing with and participating in the restructuring and listing of many enterprises (A shares, red chips) and special law services such as those for the construction of major projects. He has many years’ experience in the provision of law services such as those for corporate governance, securities and capital market and intellectual property rights.

As far as the Directors are aware, Mr. Wei has not held 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, Mr. Wei 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. Wei 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 Securities and Futures Ordinance.

Mr. Wei 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. Wei 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. Wei’s remuneration will be determined by the Remuneration Committee, based on the Company’s operating results, his individual performance and comparable market statistics.

Saved as disclosed above, there is no other information in relation to Mr. Wei which is 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. Wei that need to be brought to the attention of the shareholders.

The Board welcomes Mr. Xiao Yu, Mr. Li Wei, Mr. Wang Xuexian and Mr. Wei Hongxiong as members of the Board.

By Order of the Board
NVC LIGHTING HOLDING LIMITED
WANG Donglei
Chairman

Hong Kong, 29 May 2014

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

Executive Directors:

WU Changjiang
WANG Dongming

Non-executive Directors:

LIN Ho-Ping
ZHU Hai
WANG Donglei
XIAO Yu
LI Wei

Independent Non-executive Directors:

WANG Jinsui
LEE Kong Wai, Conway
WU Ling
WANG Xuexian
WEI Hongxiong