

**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)

Number of shares to which this form of proxy relates <i>(Note 1)</i>	
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**FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON  
 TUESDAY, 30 JUNE 2015**

I/We *(Note 2)* \_\_\_\_\_  
 of \_\_\_\_\_  
 being the registered holder(s) of the issued shares of NVC Lighting Holding Limited (the “Company”) hereby appoint the CHAIRMAN OF THE MEETING *(Note 3)* or \_\_\_\_\_  
 of \_\_\_\_\_

as my/our proxy 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 Tuesday, 30 June 2015 at Island Ballroom C, Level 5, Island Shangri-La, Hong Kong, Two Pacific Place, Supreme Court Road, Central, 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 *(Note 4)*.

	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 2014.		
2.	To re-elect Mr. Wang Dongming as an executive director of the Company.		
3.	To re-elect Mr. Zhu Hai as a non-executive director of the Company.		
4.	To re-elect Mr. Lee Kong Wai, Conway as an independent non-executive director of the Company.		
5.	To re-elect Ms. Wu Ling as an independent non-executive director of the Company.		
6.	To re-elect Mr. Xiong Jie as an executive director of the Company.		
7.	To authorize the board of directors of the Company to fix the respective directors’ remuneration.		
8.	To re-appoint Messrs. Ernst & Young as auditors of the Company and to authorize the board of directors of the Company to fix their remuneration.		
9.	To give a general mandate to the directors of the Company to buy back shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.		
10.	To give a general mandate to the directors of the Company to allot, issue and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution.		
11.	To extend the general mandate granted to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company by the aggregate number of the shares bought back by the Company.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2015 Signature(s) *(Note 5)* \_\_\_\_\_

**Notes:**

1. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
2. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
3. 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/her behalf, provided that if more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company.
4. **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/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
5. This form of proxy 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. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
6. 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.
7. In order to be valid, this form of proxy 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 Hong Kong 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 AGM or any adjournment thereof.
8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM in person if you so wish.