

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 EXTRAORDINARY GENERAL MEETING
TO BE HELD ON THURSDAY, 17 MARCH 2016**

I/We *(Note 2)* _____
of _____
being the registered holder(s) of shares in the issued share capital 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 extraordinary general meeting (the “EGM”) of the Company to be held at 10 a.m. on Thursday, 17 March 2016 at Rose & Peony Room, Lower Level II, Kowloon Shangri-La, 64 Mody Road, Kowloon, Hong Kong (and at any adjournment thereof).

Please tick (“√”) in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll *(Note 4)*.

SPECIAL RESOLUTION	FOR	AGAINST
1. THAT the termination of the contract with Messrs. Ernst & Young as the auditors of the Company with effect from 16 December 2015 be and is hereby approved, ratified and confirmed.		
ORDINARY RESOLUTION	FOR	AGAINST
2. THAT subject to the passing of the special resolution to approve the termination of the contract with Messrs. Ernst & Young as the auditors of the Company, BDO Limited be and is hereby appointed as the auditors of the Company with immediate effect and to hold office until the conclusion of the forthcoming annual general meeting of the Company, and the board of directors of the Company be and is hereby authorised to determine their remuneration.		

Dated this _____ day of _____ 2016 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 EGM 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.
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 discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
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, 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 EGM or any adjourned meeting.
8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM in person if you so wish.