

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
FRIDAY, 15 JUNE 2018**

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 extraordinary general meeting (the “**Meeting**”) of the Company to be held at Room C3, Admiralty Conference Centre, 1804, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 15 June 2018 at 10:00 a.m. (and at any adjournment thereof).

Capitalised terms used herein without definition shall have the same meanings as in the circular issued by the Company on 28 May 2018, unless the context otherwise requires.

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.	(a) the execution of the Amendment Deed be and is hereby approved, ratified and confirmed, and all the transactions contemplated thereunder, including the Proposed Amendments, be and are hereby approved, ratified and confirmed; (b) subject to the Stock Exchange approving the Proposed Amendments including, among others, the listing on the Stock Exchange of and permission to deal in the Conversion Shares, the Board be and is hereby granted a specific mandate for the allotment and issue of all the Conversion Shares upon exercise of the conversion rights attaching to the Convertible Bonds (as amended by the Amendment Deed); and (c) any one Director be and is hereby generally and unconditionally authorised to sign and execute the Amendment Deed and to do all such further acts and things and to sign and execute all such other or further documents (if any) and to take all such steps which in his/her opinion may be necessary, appropriate, desirable or expedient to implement and/or give effects to the transactions contemplated under the Amendment Deed, including but not limited to the execution of any documents or deeds or the affixation of any seal or the issue of any certificate.		

Dated this _____ day of _____ 2018 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). If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
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 of the Company entitled to attend and vote at the Meeting may appoint a proxy/more than one proxy to attend and on a poll, vote on his/her behalf. A proxy need not be a member of the Company. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him/her.
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 Meeting other than those referred to in the notice convening the Meeting.
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 INITIALLED 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 notarially 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 the Meeting (i.e. not later than 10:00 a.m. on Wednesday, 13 June 2018).
8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting in person if you so wish.
9. References to time and dates of this form of proxy are to Hong Kong time and dates.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the “**Purposes**”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company’s Principal Place of Business in Hong Kong at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong.