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NVC 雷士照明
NVC LIGHTING HOLDING LIMITED
雷士照明有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 2222)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “**EGM**”) of NVC Lighting Holding Limited (the “**Company**”) will be held at Conference Hall 03, Level 1, Building 1E, Phase 1, Hong Kong Science Park, Pak Shek Kok, Hong Kong on Thursday, 11 April 2019 at 10:00 a.m. to consider and, if thought fit, to pass with or without modification the following ordinary resolution:

ORDINARY RESOLUTION

1. “**THAT** the declaration and payment of a special dividend of HK\$0.05 (equivalent to approximately RMB0.04) per ordinary share out of the share premium account of the Company (the “**Special Dividend**”) to shareholders of the Company whose names appear on the register of members of the Company on the record date fixed by the board of directors of the Company (the “**Board**”) for determining the entitlements to the Special Dividend be and is hereby approved and any director of the Company be and is hereby authorised to take such action, do such things and execute such further documents as the director may at his/her absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the payment of the Special Dividend.”

By Order of the Board
NVC Lighting Holding Limited
WANG Donglei
Chairman

Hong Kong, 26 March 2019

Notes:

1. The resolution at the EGM (except those relate to the procedural or administrative matters, which should be taken by a show of hands as the chairman of the EGM may decide, in good faith) will be taken by a poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy (or more than one proxy if he/she is the holder of two or more shares) to attend and, on a poll, vote on his/her behalf. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the form of proxy shall specify the number of shares in respect of which each such proxy is so appointed. In case of a poll every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, 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 the EGM or any adjournment thereof (as the case maybe) (for the EGM, i.e. not later than 10:00 a.m. on Tuesday, 9 April 2019). Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. The register of members of the Company will be closed from Monday, 8 April 2019 to Thursday, 11 April 2019 (both dates inclusive) and from Wednesday, 17 April 2019 to Thursday, 18 April 2019 (both dates inclusive), during which periods no transfer of shares will be registered. In order to qualify for attending and voting at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration before 4:30 p.m. on Thursday, 4 April 2019. In order to qualify for the proposed Special Dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at the abovementioned address for registration before 4:30 p.m. on Tuesday, 16 April 2019.
5. References to time and dates of this notice are to Hong Kong time and dates.

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

Executive Directors:

WANG Donglei
WANG Dongming
XIAO Yu
WANG Keven Dun
CHAN Kim Yung, Eva

Non-executive Director:

YE Yong

Independent non-executive Directors:

LEE Kong Wai, Conway
WANG Xuexian
WEI Hongxiong
SU Ling