
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in NVC Lighting Holding Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**DECLARATION AND PAYMENT OF THE SPECIAL DIVIDEND
OUT OF THE SHARE PREMIUM ACCOUNT
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

The notice convening the extraordinary general meeting of NVC Lighting Holding Limited to 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. is set out in this circular.

Whether or not you are able to attend the Extraordinary General Meeting, please complete and sign the enclosed form of proxy for use at the Extraordinary General Meeting in accordance with the instructions printed thereon and return it to 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 Extraordinary General Meeting (i.e. not later than 10:00 a.m. on Tuesday, 9 April 2019 or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Extraordinary General Meeting if they so wish.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.nvc-lighting.com.cn>).

References to time and dates in this circular are to Hong Kong time and dates.

26 March 2019

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DEFINITIONS

“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors
“Company”	NVC Lighting Holding Limited (雷士照明控股有限公司), a company incorporated in the British Virgin Islands on 2 March 2006 and subsequently redomiciled to the Cayman Islands on 30 March 2010 as an exempted company with limited liability under the laws of the Cayman Islands. The shares of the Company are listed on the main board of the Stock Exchange
“Directors”	the directors of the Company
“EGM” or “Extraordinary General Meeting”	the extraordinary general meeting of the Company to 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 appropriate, to approve the resolution contained in the notice of the meeting which is set out on pages 8 to 9 of this circular, or any adjournment thereof
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	21 March 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“RMB”	Renminbi, the lawful currency of the People’s Republic of China

DEFINITIONS

“Share(s)”	ordinary share(s) of US\$0.0000001 each in the issued capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Share Premium Account”	the share premium account of the Company, the amount standing to the credit of which was approximately RMB1,764,540,000 as at 31 December 2018 based on the audited consolidated financial statement of the Company as at that date
“Special Dividend”	the proposed special dividend of HK\$0.05 (equivalent to approximately RMB0.04) per Share as recommended by the Board

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LETTER FROM THE BOARD

The purpose of this circular is to provide you with information regarding the proposed declaration and payment of the Special Dividend out of the Share Premium Account, to enable you to make a decision on whether to vote for or against the ordinary resolution in connection with such matters to be proposed at the forthcoming EGM.

2. DECLARATION AND PAYMENT OF THE SPECIAL DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT

Subject to approval of the Shareholders, the Board proposed the declaration and payment of the Special Dividend of HK\$0.05 (equivalent to approximately RMB0.04) per Share out of the Share Premium Account.

As at the Latest Practicable Date, the Company has 4,231,155,649 Shares in issue. Based on the number of issued Shares as at the Latest Practicable Date, the Special Dividend, if declared and paid, will amount to approximately HK\$211,557,783 (equivalent to approximately RMB181,021,533). Subject to the fulfilment of the conditions set out in the section headed “Conditions of the Payment of the Special Dividend out of the Share Premium Account” below, the Special Dividend is intended to be paid out of the Share Premium Account pursuant to Article 134 of the Articles of Association.

As at 31 December 2018, based on the audited consolidated financial statements of the Company, the amount standing to the credit of the Share Premium Account was approximately RMB1,764,540,000. Following the payment of the Special Dividend, there will be a remaining balance of approximately RMB1,583,518,467 standing to the credit of the Share Premium Account.

Conditions of the Payment of the Special Dividend out of the Share Premium Account

The payment of the Special Dividend out of the Share Premium Account is conditional upon the satisfaction of the following conditions:

- (a) the passing of an ordinary resolution by the Shareholders declaring and approving the payment of the Special Dividend out of the Share Premium Account pursuant to Article 134 of the Articles of Association; and
- (b) the Directors being satisfied that there are no reasonable grounds for believing that the Company is, immediately following the date on which the Special Dividend is paid, unable to pay its debts as they fall due in the ordinary course of business.

Subject to the fulfillment of the above conditions, it is expected that the Special Dividend will be paid in cash no later than 30 April 2019 to those Shareholders whose names appear on the register of members of the Company at close of business on 18 April 2019, being the record date for determination of entitlements to the Special Dividend.

The conditions set out above cannot be waived. If the conditions set out above are not satisfied, the Special Dividend will not be paid.

LETTER FROM THE BOARD

Reasons for and effect of the payment of the Special Dividend out of the Share Premium Account

To reward the Shareholders, the Board considers it appropriate to distribute the Special Dividend to repay the Shareholders' support.

The payment of the Special Dividend out of the Share Premium Account does not involve any reduction in the authorised or issued share capital of the Company nor does it involve any reduction in the nominal value of the Shares or result in any change in the trading arrangements in respect of the Shares.

After taking into consideration of the existing cash flows of the Group, the Board considers that the Company has sufficient cash flows to pay the Special Dividend. The payment of the Special Dividend out of the Share Premium Account will not have any material adverse effect on the financial position of the Group.

The Directors consider that the proposed declaration and payment of the Special Dividend out of the Share Premium Account is in the interests of the Company and its Shareholders as a whole.

3. EGM

A notice dated 26 March 2019 convening the EGM is set out on pages 8 to 9 of this circular, which contains the ordinary resolution to approve the declaration and payment of the Special Dividend out of the Share Premium Account as set out in this circular.

4. VOTING BY POLL

The resolution set out in the notice of the EGM would be decided by poll in accordance with the Listing Rules and the Articles of Association. The chairman of the EGM will explain the detailed procedures for conducting a poll at the commencement of the EGM.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorised representative shall have one vote for every fully paid share of which he/she/it is the holder. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

After the conclusion of the EGM, the poll results will be published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.nvc-lighting.com.cn>).

LETTER FROM THE BOARD

5. PROXY ARRANGEMENT

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.nvc-lighting.com.cn>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, 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 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 EGM, i.e. not later than 10:00 a.m. on Tuesday, 9 April 2019). Completion and return of the form of proxy will not preclude you from attending and voting at the EGM in person if you so wish.

6. CLOSURE OF REGISTER OF MEMBERS

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.

7. RECOMMENDATION

The Directors consider that the proposed declaration and payment of the Special Dividend out of the Share Premium Account is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the EGM.

LETTER FROM THE BOARD

8. GENERAL

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief: (i) the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive; (ii) no Shareholders are required to abstain from voting in respect of the resolution to approve the declaration and payment of the Special Dividend; and (iii) there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
For and on behalf of the Board
NVC Lighting Holding Limited
WANG Donglei

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NOTICE OF EXTRAORDINARY GENERAL MEETING

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.