

For your convenience 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 wish to sell 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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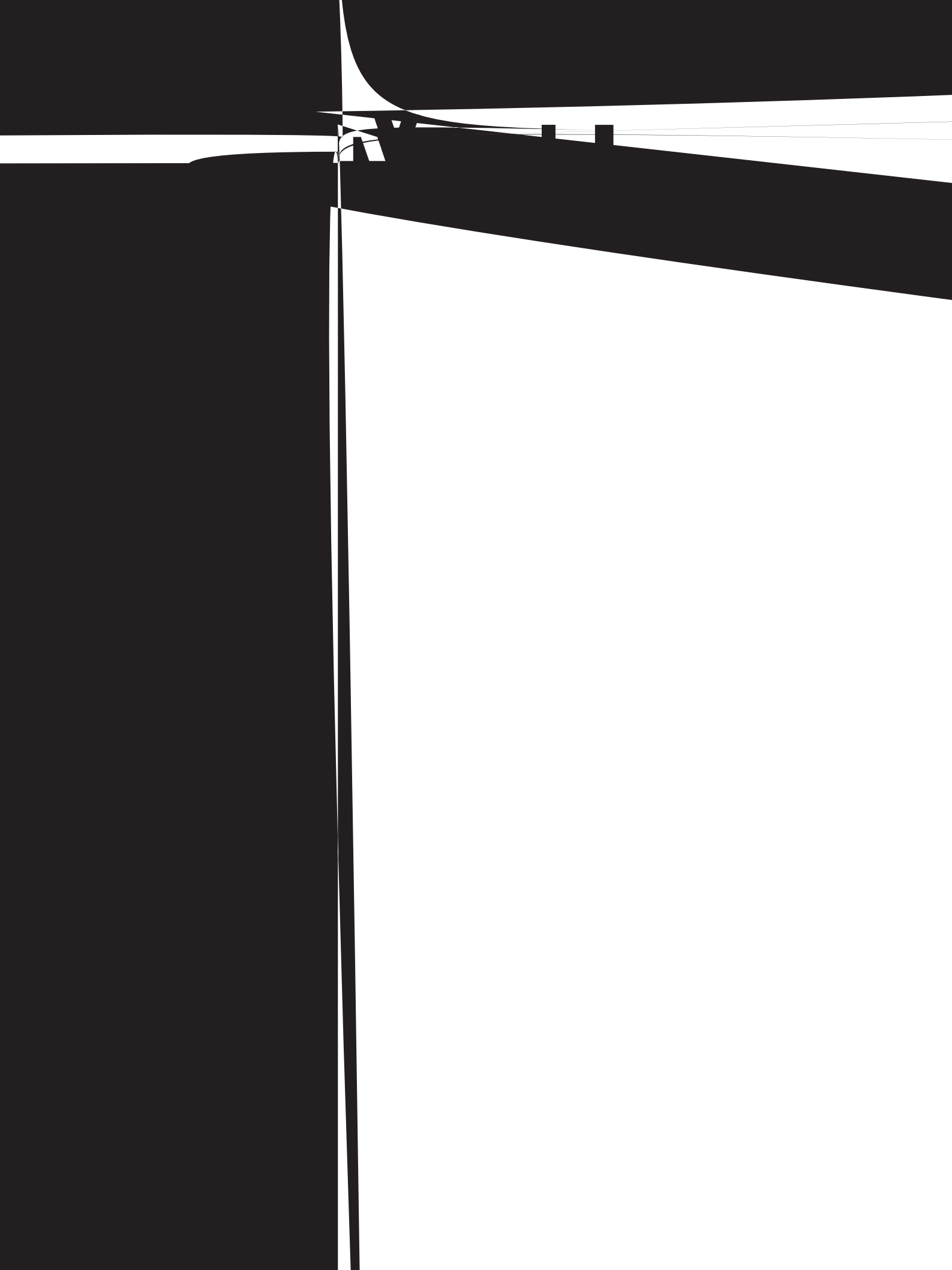


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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

|                           |   |
|---------------------------|---|
| “Annual General Meeting”  | the annual 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, Sha Tin, Hong Kong on Thursday, 6 June 2019 at 10:00 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 17 to 20 of this circular, or any adjournment thereof |
| “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  |
| “Director(s)”             | the director(s) of the Company  |
| “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   |
| “Issuance Mandate”        | the general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 10 of the notice of the Annual General Meeting as set out in this circular  |
| “Latest Practicable Date” | 15 April 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  |
| “SFO”                    | the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong  |
| “Share(s)”               | ordinary share(s) of US\$0.0000001 each in the issued capital of the Company or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company  |
| “Share Buy-back Mandate” | the general mandate proposed to be granted to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 9 of the notice of the Annual General Meeting as set out in this circular |
| “Shareholder(s)”         | holder(s) of Share(s)   |
| “Stock Exchange”         | The Stock Exchange of Hong Kong Limited   |
| “Takeovers Codes”        | The Codes on Takeovers and Mergers and Share Buy-backs approved by the Securities and Futures Commission as amended from time to time   |



2. RE-ELECTION OF DIRECTORS

In accordance with Article 83(3) of the Articles of Association, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Shareholders after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

In addition, in accordance with Articles 84(1) and (2) of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. Any Directors so to retire shall be those of the Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

In accordance with the Articles of Association and in the opinion of the Board, Mr. WANG Keven Dun, Ms. CHAN Kim Yung, Eva, Mr. YE Yong, Mr. LEE Kong Wai, Conway and Mr. WANG Xuexian will retire at the Annual General Meeting. All of the above Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Mr. LEE Kong Wai, Conway actively attended the meetings of the Board held in the past eight years ended 31 December 2018 and the current financial year. As of the current financial year, his attendance rate of board meeting is 90%. He also actively participated in the meetings of the Board committees of the Company held during the past eight years. Throughout the past few years, Mr. LEE Kong Wai, Conway has been holding the position of independent non-executive Director in other listed companies, while he remained responsible for the performance of his functions and discharged his duties to the Company.

Mr. LEE Kong Wai, Conway has confirmed that he will continue to devote sufficient time for the discharge of his functions and responsibilities as an independent non-executive Director of the Company. With his background and experience, Mr. LEE Kong Wai, Conway is fully aware of the responsibilities and expected time involvements in the Company. Based on the foregoing, the Board believes that Mr. LEE Kong Wai, Conway's positions outside of the Company will not affect him in maintaining his current role in, and his functions and responsibilities for, the Company.

Details of the Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix I to this circular.

3. ED G A T G FGE E A. A DATE T B BAC HA E

At the annual general meeting of the Company held on 4 June 2018, a general mandate was granted to the Directors to buy back Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to buy back Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Buy-back Mandate to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 9 of the notice of the Annual General Meeting as set out in this circular (i.e. a total of 422,728,065 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting). The Directors wish to state that they have no immediate plan to buy back any Shares pursuant to the Share Buy-back Mandate.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Buy-back Mandate is set out in Appendix II of this circular.

4. ED G A T G FGE E A. A DATE T E HA E

At the annual general meeting of the Company held on 4 June 2018, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 10 of the notice of the Annual General Meeting as set out in this circular (i.e. a total 845,456,130 Shares on the basis that the issued shares capital of the Company remains unchanged on the date of the Annual General Meeting). An ordinary resolution to expand the Issuance Mandate by adding the number of Shares bought back by the Company pursuant to the Share Buy-back Mandate will also be proposed at the Annual General Meeting.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

**5. AGENDA**


The notice of the Annual General Meeting is set out on pages 17 to 20 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual General Meeting 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 Annual General Meeting or any adjournment thereof (as the case maybe) (for Annual General Meeting, i.e. not later than 10:00 a.m. on Tuesday, 4 June 2019). Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting in person if you so wish.

**6. RECOMMENDATION**

The Directors consider that the proposed re-election of Directors and granting of the Share Buy-back Mandate and the Issuance Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,  
For and on behalf of the Board  
  
A G D  
Chairman



The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

(1) **Independent Directors**

***Position and Experience***

Mr. WANG Keven Dun (王頓), aged 26, is an executive director of the Company. Mr. WANG Keven Dun joined the Group in December 2016. Mr. WANG Keven Dun has been the analyst in Compass Lexecon LLC. from August 2014 to December 2016. Mr. WANG Keven Dun obtained a bachelor degree in Economics and Molecular and Cell Biology from University of California, Berkeley in 2014.

Mr. WANG Keven Dun has not held other directorships in the last 3 years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

***Relationships***

Mr. WANG Keven Dun is the son of Mr. WANG Donglei and the nephew of Mr. WANG Sheng and Mr. WANG Dongming. Mr. WANG Donglei is an executive Director and the chairman of the Company. He is also the director of Elec-Tech International Co., Ltd\* (廣東德豪潤達電氣股份有限公司) (“E<sup>T</sup> C”), the substantial shareholder of Elec-Tech International (H.K.) Company Limited (“E<sup>T</sup> H”) (the substantial shareholder of the Company). Mr. WANG Sheng is a vice president of procurement logistics system of the Company. Mr. WANG Dongming is an executive Director of the Company.

Save as disclosed above, as far as the Directors are aware, Mr. WANG Keven Dun does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

***Interests in Shares***

As far as the Directors are aware, as at the Latest Practicable Date, Mr. WANG Keven Dun was not interested or deemed to be interested in any shares or underlying shares and debentures of the Company or its associated corporations pursuant to Part XV of the SFO.

\* for identification purpose only

***Length of Service and Director's Emoluments***

Mr. WANG Keven Dun has entered into a service contract with the Company for a term of three years, unless terminated by not less than three calendar months' notice in writing served by either party on the other. Pursuant to the service contract, the director's fee payable to Mr. WANG Keven Dun was HK\$500,000 per annum. Director's emoluments are determined by Remuneration Committee based on the Company's operating results, personal performance and comparable market statistics.

***Information that Needs to Be Disclosed and Matters that Need to Be Brought to the Attention of the Shareholders***

As far as the Directors are aware, there is no information which is discloseable nor is Mr. WANG Keven Dun involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. WANG Keven Dun that need to be brought to the attention of the Shareholders.

**(2) . CHAN Kim Yung, Eva**

***Position and Experience***

Ms. CHAN Kim Yung, Eva (陳劍瑢), aged 51, is an executive director, the vice chairman and chief executive officer and vice president of mature channels for overseas sales of the Company. Ms. CHAN Kim Yung, Eva joined the Group in November 2018 and has been appointed as the chief executive officer of the Company with effect from 22 February 2019. From 1998 to 2004, Ms. CHAN served as the general manager and vice president of Zhuhai China Resource Appliance Co., Ltd. where she was in charge of the sales and marketing of global business; from 2004 to 2012, she served as the senior vice president of ETIC where she was in charge of the company's global business strategy and risk management; from 2012 to 2018, she served as the chief executive officer of Elec-Tech Solid State Lighting (HK) Limited, a company mainly engaged in international LED lighting business. Ms. CHAN graduated from University of Saskatchewan where she obtained a Bachelor's degree in Engineering in 1991, a Master's degree in Engineering in 1993 and an MBA degree in 1995.

Ms. CHAN Kim Yung, Eva, has not held other directorships in the last 3 years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

***Relationships***

As far as the Directors are aware, Ms. CHAN Kim Yung, Eva does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

***Interests in Shares***

As far as the Directors are aware, as at the Latest Practicable Date, Ms. CHAN Kim Yung, Eva was not interested or deemed to be interested in any shares or underlying shares and debentures of the Company or its associated corporations pursuant to Part XV of the SFO.

***Length of Service and Director's Emoluments***

Ms. CHAN Kim Yung, Eva entered into a service contract with the Company under which she will hold office until the conclusion of the Annual General Meeting. The service contract can be terminated by either party by giving three months' written notice. Pursuant to the service contract, the director's fee payable to Ms. CHAN Kim Yung, Eva was HK\$500,000 per annum. Director's emoluments are determined by the Remuneration Committee based on the Company's operating results and comparable market statistics.

***Information that Needs to Be Disclosed and Matters that Need to Be Brought to the Attention of the Shareholders***

As far as the Directors are aware, there is no information which is discloseable nor is Ms. CHAN Kim Yung, Eva involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Ms. CHAN Kim Yung, Eva that need to be brought to the attention of the Shareholders.

**(3) DIRECTORS*****Position and Experience***

Mr. YE Yong (叶勇), aged 51, is a non-executive director of the Company. Mr. YE Yong joined the Company in November 2018. From 1991 to 1994, he served as the department manager of Chongqing Qinwang Company Limited\* (重慶秦王有限公司), where he was involved in the foreign trade and management matters; in 1994, he founded Xiehe Lighting Company Limited\* (協和照明有限公司) and had served as the chairman and general manager till 1999; he founded Sichuan NVC Lighting Equipment Operations Co., Ltd.\* (四川雷士照明器材運營有限公司) in 1999 and has served as the chairman since then, in charge of sales and management of the Company's business in Sichuan Province. Mr. YE Yong graduated from economical management department of Southwest University in 1991 with a college diploma.

Mr. YE Yong has not held any other directorships in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

\* for identification purpose only

### ***Relationships***

As far as the Directors are aware, Mr. YE Yong does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

### ***Interests in Shares***

As far as the Directors are aware, as at the Latest Practicable Date, Mr. YE Yong has interests in 274,039,000 shares of the Company as beneficial owner, and is also deemed to be interested in 7,433,000 shares of the Company held by his spouse.

Save as disclosed above, Mr. YE Yong was not interested or deemed to be interested in any shares or underlying shares and debentures of the Company or its associated corporations pursuant to Part XV of the SFO.

### ***Length of Service and Director's Emoluments***

Mr. YE Yong entered into a Letter of Appointment with the Company under which he will hold office until the conclusion of the Annual General Meeting. The Letter of Appointment can be terminated by either party by giving three months' written notice. Pursuant to the Letter of Appointment, the director's fee payable to Mr. YE Yong was HK\$500,000 per annum. Director's emoluments are determined by Remuneration Committee based on the Company's operating results and comparable market statistics.

### ***Information that Needs to Be Disclosed and Matters that Need to Be Brought to the Attention of the Shareholders***

As far as the Directors are aware, there is no information which is discloseable nor is Mr. YE Yong involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. YE Yong that need to be brought to the attention of the Shareholders.

### **(4) 李康偉, Conway**

#### ***Position and Experience***

Mr. LEE Kong Wai, Conway (李港衛), aged 64, is an independent non-executive director of the Company. Mr. LEE Kong Wai, Conway joined the Company in November 2012. He received a bachelor of arts degree from Kingston University (formerly known as Kingston Polytechnic) in London and further obtained his postgraduate diploma in business from Curtin University of Technology in Australia. Mr. LEE Kong Wai, Conway served as a partner of Ernst & Young ("EY") for over 29 years, until 2009, during which he held key leadership positions in the development of EY in China. Mr. LEE Kong Wai, Conway is a member of the Institute

of Chartered Accountants in England and Wales, the Institute of Chartered Accountants in Australia and New Zealand, the Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants and the Macau Society of Certified Practising Accountants. Mr. LEE Kong Wai, Conway currently also serves as an independent non-executive director of the following companies: Chaowei Power Holdings Limited, West China Cement Limited, China Modern Dairy Holdings Ltd., Tibet Water Resources Ltd., GOME Retail Holding Limited, Yashili International Holdings Ltd., GCL New Energy Holdings Limited, WH Group Limited, China Rundong Auto Group Limited (all shares of which are listed on the main board of the Stock Exchange) and Guotai Junan Securities Co., Ltd. (the shares of which are listed on the main board of the Stock Exchange and Shanghai Stock Exchange). He act as an independent non-executive director of CITIC Securities Co., Ltd. (the shares of which are listed on the main board of the Stock Exchange and Shanghai Stock Exchange) from November 2011 to May 2016. Mr. LEE Kong Wai, Conway was a member of the Chinese People's Political Consultative Conference of Hunan Province in China from 2008 to 2017.

Save as disclosed above, Mr. LEE Kong Wai, Conway has not held other directorships in the last 3 years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

#### ***Relationships***

As far as the Directors are aware, Mr. LEE Kong Wai, Conway does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

#### ***Interests in Shares***

As far as the Directors are aware, as at the Latest Practicable Date, Mr. LEE Kong Wai, Conway was not interested or deemed to be interested in any shares or underlying shares and debentures of the Company or its associated corporations pursuant to Part XV of the SFO.

#### ***Length of Service and Director's Emoluments***

Mr. LEE Kong Wai, Conway has entered into a Letter of Appointment with the Company for a term of three years, unless terminated by not less than three calendar months' notice in writing served by either party on the other. Pursuant to the Letter of Appointment, the director's fee payable to Mr. LEE Kong Wai, Conway was HK\$500,000 per annum. Director's emoluments are determined by Remuneration Committee based on the Company's operating results, personal performance and comparable market statistics.

***Information that Needs to Be Disclosed and Matters that Need to Be Brought to the Attention of the Shareholders***

As far as the Directors are aware, there is no information which is discloseable nor is Mr. LEE Kong Wai, Conway involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. LEE Kong Wai, Conway that need to be brought to the attention of the Shareholders.

**(5) Mr. WANG Xuexian*****Position and Experience***

Mr. WANG Xuexian (王學先), aged 55, is an independent non-executive director of the Company. Mr. WANG Xuexian joined the Company in May 2014. Mr. WANG Xuexian graduated from Renmin University of China with a Master's degree in Civil Laws in January 1990. He is a lawyer in China, and his qualification for serving as an independent director has been approved by the Shanghai Stock Exchange. From January 1990 to the present, he has worked as an assistant professor and lecturer in Dalian University of Technology. He currently serves as a deputy professor of Dalian University of Technology, a lawyer of Heng Xin Law Office\* (遼寧恒信律師事務所) in Liaoning. Mr. WANG Xuexian has extensive experience in law studies, teaching and the work of lawyers, once served as an independent director of several listed or unlisted companies in the Mainland China, and has in-depth knowledge and understanding on domestic and overseas laws, corporate management and corporate governance. Mr. WANG Xuexian acted as an independent director of ETIC from April 2014 to October 2018.

Save as disclosed above, Mr. WANG Xuexian has not held other directorships in the last 3 years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

***Relationships***

As far as the Directors are aware, Mr. WANG Xuexian does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

***Interests in Shares***

As far as the Directors are aware, as at the Latest Practicable Date, Mr. WANG Xuexian was not interested or deemed to be interested in any shares or underlying shares and debentures of the Company or its associated corporations pursuant to Part XV of the SFO.

\* for identification purpose only

***Length of Service and Director's Emoluments***

Mr. WANG Xuexian has entered into a Letter of Appointment with the Company for a term of three years, unless terminated by not less than three calendar months' notice in writing served by either party on the other. Pursuant to the Letter of Appointment, the director's fee payable to Mr. WANG Xuexian was HK\$500,000 per annum. Director's emoluments are determined by Remuneration Committee based on the Company's operating results, personal performance and comparable market statistics.

***Information that Needs to Be Disclosed and Matters that Need to Be Brought to the Attention of the Shareholders***

As far as the Directors are aware, there is no information which is discloseable nor is Mr. WANG Xuexian involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. WANG Xuexian that need to be brought to the attention of the Shareholders.

*The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Buy-back Mandate.*

### 1. HA E CA TAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 4,227,280,649 Shares.

Subject to the passing of the ordinary resolution set out in item 9 of the notice of the Annual General Meeting in respect of the granting of the Share Buy-back Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 4,227,280,649 Shares, the Directors would be authorized under the Share Buy-back Mandate to buy back, during the period in which the Share Buy-back Mandate remains in force, a total of 422,728,065 Shares, representing 10% of the total number of the issued Shares as at the date of the Annual General Meeting.

### 2. EA F HA EB -BAC

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and the Shareholders.

Share buy-back may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

### 3. F D G F HA EB -BAC

The Company may only apply funds legally available for Share buy-back in accordance with its Memorandum and Articles of Association, the laws of Cayman Islands and/or any other applicable laws, as the case may be.

### 4. AC T F HA EB -BAC

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2018) in the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.



## 5. A E T C E F H A E

The highest and lowest prices per Share at which Shares have been traded on the Stock Exchange during each of the previous 12 months were as follows:

|  | H    | L    |
|--|------|------|
|  | HK\$ | HK\$ |
| <b>2018</b>  |      |      |
| April  | 0.89 | 0.78 |
| May  | 0.90 | 0.78 |
| June   | 0.84 | 0.65 |
| July   | 0.72 | 0.64 |
| August   | 0.69 | 0.60 |
| September  | 0.64 | 0.54 |
| October  | 0.58 | 0.49 |
| November   | 0.61 | 0.50 |
| December   | 0.59 | 0.47 |
| <b>2019</b>  |      |      |
| January  | 0.52 | 0.47 |
| February   | 0.58 | 0.49 |
| March  | 0.69 | 0.50 |
| April ( <i>up to the Latest Practicable Date</i> ) | 0.76 | 0.62 |

## 6. G E A L

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to buy back Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Cayman Islands.

## 7. TAKEOVER CODES

If as a result of a buy-back of Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Codes. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Codes), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Codes.

To the best knowledge of the Company, as at the Latest Practicable Date, ETIHK, the substantial shareholder of the Company (as defined in the Listing Rules), was interested in 870,346,000 Shares, representing approximately 20.59% of the issued Shares of the Company. As ETIHK was a wholly-owned subsidiary of ETIC, ETIC was deemed to be interested in all shares held by ETIHK in the Company. In the event that the Directors exercise the proposed Share Buy-back Mandate in full, the shareholding of ETIHK and ETIC would be increased to approximately 22.88% of the issued shares of the Company.

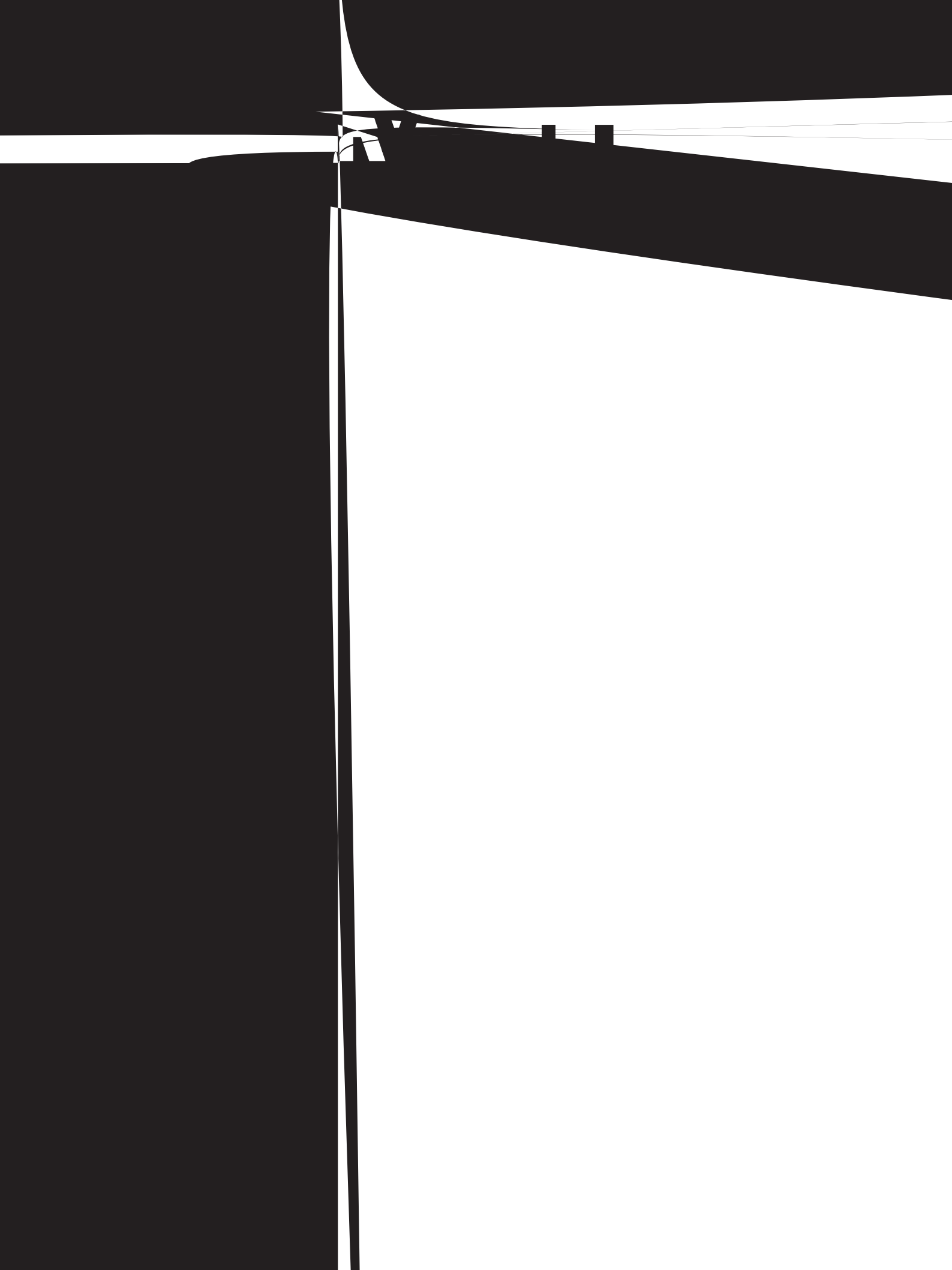
The Directors consider the exercise of Share Buy-back Mandate in full will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Codes or will reduce the issued shares of the Company held by the public to less than 25% (or the relevant prescribed minimum percentage required by the Stock Exchange).

## 8. SHARE BUY-BACK MANDATE UNDER THE CLAW

During the six months prior to the Latest Practicable Date, the Company had bought back an aggregate of 3,875,000 Shares of the Company on the Stock Exchange with details set out below.

| DATE OF BUY-BACK | NUMBER OF SHARES | PRICE PAID PER SHARE |       |
|------------------|------------------|----------------------|-------|
|                  |                  | HKD                  | HKD   |
| 25 October 2018  | 621,000          | 0.51                 | 0.50  |
| 1 November 2018  | 900,000          | 0.54                 | 0.50  |
| 2 November 2018  | 303,000          | 0.54                 | 0.53  |
| 13 November 2018 | 55,000           | 0.55                 | 0.54  |
| 10 December 2018 | 1,082,000        | 0.55                 | 0.53  |
| 4 January 2019   | 914,000          | 0.50                 | 0.495 |

The abovementioned Shares bought back were cancelled on 3 April 2019.



(b) the total number of shares of the Company to be bought back pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

(c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the mandate set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

10. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**T H A T**:

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements, options and convertible securities which would or might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;
- (b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) issue of shares upon the exercise of options under a share option scheme of the Company; and

- (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of the issued shares of the Company as at the date of the passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the mandate set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.


“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

- 11. To consider and if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of resolutions set out in items 9 and 10 of the notice convening this meeting (the “ . . . ”), the general mandate referred to in the resolution set out in item 10 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares bought back by the Company pursuant to the mandate referred to in resolution set out in item 9 of the Notice, provided that such amount of shares shall not exceed 10% of the total number of

issued shares of the Company as at the date of the passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

By Order of the Board

 **C. L. ... H. ...**  
**A G D. ...**  
*Chairman*

Hong Kong, 24 April 2019

*Notes:*

1. All resolutions at the Meeting (except those relate to the procedural or administrative matters, which should be taken by a show of hands as the chairman of the Meeting 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 Meeting 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