NVC 雷士照明

NVC LIGHTING HOLDING LIMITED

雷士照明控股有限公司

(Incorporated in the British Virgin Islands with limited liability)

(Stock Code: 2222)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the "**AGM**") 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, Sha Tin, Hong Kong on Thursday, 6 June 2019 at 10:00 a.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2018;

2. To re-elect Mr. WANG Kenneth Donald as an executive director of the Company;

3. To re-elect Mr. CHAN Kin Ying, Edmund as an executive director of the Company;

4. To re-elect Mr. YE Yong as a non-executive director of the Company;

5. To re-elect Mr. LEE King Wai, Cliff as an independent non-executive director of the Company;

6. To re-elect Mr. WANG Xuexian as an independent non-executive director of the Company;

7. To authorise the board of directors of the Company to fix the respective directors' remuneration;

8. To re-appoint BDO Limited as the auditors of the Company and to authorise the board of directors of the Company to fix its remuneration;

9. To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

    THAT:

    (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to buy back its shares in accordance with applicable laws, rules and regulations;

(b) the aggregate 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 purpose 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 law to be held; and

(iii) the date on which the authority 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:

THAT:

(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 any 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 ... of a ... or subdivision of shares of the Company after the date of passing of this resolution); and

(c) for the purpose 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 law to be held; and

(iii) the date on which the authority 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 holdings of such shares or class thereof (subject to such exclusion 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 recognised 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 numbered 9 and 10 of the notice convening this meeting (the "..."), the general mandate referred to in the resolution numbered 10 of the Notice be and is hereby extended by the addition ... the aggregate number of shares which ... may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors ... such general mandate of the number of shares bought back by the Company ... pursuant to the mandate referred to in resolution numbered 9 of the Notice, provided that such number of shares shall not exceed 10% of the total number of

...ified share of the Company at an earlier date of the meeting of the... entitled (subject to adjustment in the case of a... candidate... or subdivision... of shares of the Company after the date of meeting of this resolution).

By Order of the Board
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Hong Kong, 24 April 2019

Notes:

1. Any resolution at the Meeting (except where otherwise noted or... stated... matters which should be... by a... of hands... and the chairman of the Meeting... decide... good faith) will be... by a poll as required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**R**...") and the result of the... will be published on the website of Hong Kong Exchange 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... (or... more... if he/she is the holder of two or more shares)... as and such... proxy... to... vote... on his/her behalf. A proxy... need not be a shareholder of the Company. If more than one... proxy is appointed, the form... of proxy... shall specify the number of shares in respect of which each such... is appointed. In case of a... more... shareholder... the... reference... to... by... shall be satisfied... be of... each share held by him...

3. In order to be valid, the form of proxy together with the power... of... or other authority, if any, under which it is signed or a... notarially certified copy of that power... of... or authority,... be... 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... as... possible but in any event not... less than 48 hours before the... time appointed for holding the Meeting or any adjournment thereof (as the case may be)(for the Meeting, i.e. not later than 10:00 a.m. on... Tuesday, 4 June 2019). Completion and return... of the form... of... proxy... shall not... preclude a shareholder of the Company from attending and voting in person at the Meeting and, in such event, the instrument appointing a... shall be deemed to be revoked.

4. The register of members of the Company will be closed from Monday, 3 June 2019 to Thursday, 6 June 2019 (both dates inclusive) during which... no... transfer of shares will be registered. In order to qualify for attending and voting at the Meeting, 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 not... later than 4:30 p.m. on Friday, 31 May 2019.

5. References... in... the... date of this notice are to Hong Kong time and date.

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

WANG Dongwei
WANG Dongqing
XIAO Y...
WANG Ke...n Dan
CHAN Ki... Y...ng, Evan

YE Y...ng

LEE K...ng Wai, C...wan
WANG X...e...ian
WEI H...ng...ing
SU Ling