

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the EGM of the Company will be held at The Dynasty Club, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Monday, 18 November 2019 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions:

Capitalised terms used herein without definition shall have the same meanings as in the circular issued by the Company on 31 October 2019, unless the context otherwise requires.

ORDINARY RESOLUTIONS

“THAT

- 1(a) the terms of and the transactions contemplated under the Share Purchase Agreement, all ancillary agreements to the Share Purchase Agreement (including the Agreed Form of the Shareholders’ Agreement) and the Amendment Letter (a copy of which marked “A” has been produced before the EGM and initialed by the chairman of the EGM for identification purpose) in respect of the Disposal be and are hereby approved, and any one director of the Company be and is hereby authorized for and on behalf of the Company to sign, seal, execute, perfect, perform and deliver all such arrangements, instruments, documents and deeds, and do all such acts or things and take all such steps as he/she/they may in his/her/their absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or to give effect to the Share Purchase Agreement, all ancillary agreements to the Share Purchase Agreement (including the Agreed Form of the Shareholders’ Agreement), the Amendment Letter and all matters incidental thereto, and to agree to any amendment and/or supplement to any of the terms of the Share Purchase Agreement and all ancillary agreements to the Share Purchase Agreement (including the Agreed Form of the Shareholders’ Agreement) as he/she/they may consider to be necessary, desirable, appropriate or expedient and do all such acts and things, and sign and execute any further arrangements, instruments, documents and deeds, and take all steps to give effect to such amendment and/or supplement;

1(b) subject to the Closing, a Special Dividend of HK\$0.9 per Share to the Shareholders be declared and paid in the capital of the Company whose names appear on the register of members of the Company on a record date to be determined and any director of the Company be and is hereby authorized 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, 31 October 2019

Notes:

1. All resolutions at the EGM (except those relate purely 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 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 the holding of the EGM (i.e. not later than 10:00 a.m. on Saturday, 16 November 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 Wednesday, 13 November 2019 to Monday, 18 November 2019 (both dates inclusive) and from Friday, 22 November 2019 to Monday, 25 November 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 Tuesday, 12 November 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 Thursday, 21 November 2019.
5. References to time and dates of this notice are to Hong Kong time and dates.

6. As at the date of this announcement, the Board consists of the following directors:

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