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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 AN ORDINARY GENERAL MEETING

Notice is hereby given that the EGM of 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 Friday, 27 December 2019 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions as special resolutions:

Capitalised terms used herein without definition shall have the same meanings as in the circular issued by the Company on 3 December 2019, unless the context otherwise requires.

SPECIAL RESOLUTIONS

1. “**THAT** subject to and conditional upon the necessary approval of the Registrar of Companies in the Cayman Islands being obtained, and the Closing, (i) the name of the Company be changed from “NVC Lighting Holding Limited” to “NVC International Holdings Limited”, and (ii) the dual foreign name in Chinese of the Company be changed from “雷士照明控股有限公司” to “雷士國際控股有限公司”, and any one director of the Company be and is hereby authorised to do all such acts, deeds, matters and things as he or she may in his or her absolute discretion consider necessary or desirable or expedient for the implementation of and giving effect to the Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”
2. “**THAT** subject to the Change of Company Name taking effect, the Second Amended and Restated Memorandum and Articles of Association of the Company be amended by replacing all references to “NVC Lighting Holding Limited 雷士照明控股有限公司” with “NVC International Holdings Limited 雷士國際控股有限公司” to reflect the Change of Company Name, and any one director of the Company be and is hereby authorised to do all such acts, deeds, matters and things as he or she may in his or her absolute discretion consider necessary or desirable or expedient for the implementation of and giving effect to the Amendments and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By Order of the Board
NVC INTERNATIONAL HOLDINGS LIMITED
ANG DING
Chairman

Hong Kong, 3 December 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 Wednesday, 25 December 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 Friday, 20 December 2019 to Friday, 27 December 2019 (both dates inclusive), during which period 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, 19 December 2019. Shareholders whose names appear on the register of members of the Company on Thursday, 19 December 2019 will be entitled to attend and vote at the EGM.
5. References to time and dates of this notice are to Hong Kong time and dates.
6. As at the date of this notice, 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