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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)

**PROPOSED CHANGE OF COMPANY NAME
AND
PROPOSED AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION**

PROPOSED CHANGE OF COMPANY NAME

The Board announces that the Company proposes to (i) change the name of the Company from “NVC Lighting Holding Limited” to “NVC International Holdings Limited” and (ii) change the dual foreign name in Chinese of the Company from “雷士照明控股有限公司” to “雷士國際控股有限公司”. The Change of Company Name is subject to the approval by the Shareholders at the EGM by way of a special resolution, the Closing and the approval of the Registrar of Companies in the Cayman Islands.

**PROPOSED AMENDMENTS TO THE SECOND AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY**

In view of the proposed Change of Company Name, the Company also proposes to amend the Second Amended and Restated Memorandum and Articles of Association to reflect the Change of Company Name, with the proposed Amendments taking effect upon the passing of a special resolution of the Company at the EGM and the Change of Company Name becoming effective by replacing all references to “NVC Lighting Holding Limited雷士照明控股有限公司” in the Second Amended and Restated Memorandum and Articles of Association with “NVC International Holdings Limited雷士國際控股有限公司”.

GENERAL

The EGM will be convened for the Shareholders to consider and, if thought fit, approve the proposed Change of Company Name and the proposed Amendments. A circular containing, amongst other things, details regarding the proposed Change of Company Name and the proposed Amendments, together with the notice of the EGM will be despatched to the Shareholders as soon as practicable.

PROPOSED CHANGE OF COMPANY NAME

The board of directors (“**Board**”) of NVC Lighting Holding Limited (the “**Company**”) announces that the Company proposes to (i) change the name of the Company from “NVC Lighting Holding Limited” to “NVC International Holdings Limited” and (ii) change the dual foreign name in Chinese of the Company from “雷士照明控股有限公司” to “雷士國際控股有限公司” (the “**Change of Company Name**”).

A special resolution will be proposed at an extraordinary general meeting of the Company (the “**EGM**”) to be convened to, among other things, consider and, if thought fit, approve the Change of Company Name.

CONDITIONS OF THE CHANGE OF COMPANY NAME

The Change of Company Name is subject to the following conditions:

1. passing of the special resolution by the shareholders of the Company (the “**Shareholders**”) at the EGM approving the Change of Company Name;
2. completion of the disposal pursuant to a share purchase agreement entered by the Company on 10 August 2019 (the “**Closing**”). Details of the disposal (the “**Disposal**”) were set out in the announcement of the Company dated 11 August 2019; and
3. approval being granted by the Registrar of Companies in Cayman Islands for the change of the English name and dual foreign name in Chinese of the Company.

Upon passing of the special resolution of the Change of Company Name and the Closing, such special resolution shall be filed with the Registrar of Companies in the Cayman Islands, and the Registrar of Companies in the Cayman Islands, if thinks fit, will (i) enter the new English name and dual foreign name in Chinese of the Company on the register of companies maintained by the Registrar of Companies in the Cayman Islands in place of the former English name and dual foreign name in Chinese, and (ii) issue a certificate of incorporation on change of name to the Company. Upon receiving the requisite approval from the Registrar of Companies in the Cayman Islands, the Company will carry out all necessary filings with the Companies Registry in Hong Kong thereafter. The Change of Company Name will take effect from the date of issue of the certificate of incorporation on a change of name.

REASON FOR THE CHANGE OF COMPANY NAME

The Company transferred the trademark of “NVC Lighting” in the Disposal, so it will no longer use “NVC Lighting” related company name. The Board considers that the Change of Company Name is in the interests of the Company and the Shareholders as a whole.

EFFECTS OF THE CHANGE OF COMPANY NAME

The Change of Company Name will not affect any rights of the existing holders of shares in the Company (the “**Shares**”) nor the Company’s daily business operation and its financial position. All the existing share certificates of the Company in issue bearing the existing name of the Company will, upon the Change of Company Name becoming effective, continue to be evidence of title to such Shares and will continue to be valid for trading, settlement, registration and delivery of such Shares. There will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates printed in the new names of the Company. Upon the Change of Company Name becoming effective, all new share certificates will only be issued in the new English name and dual foreign name in Chinese of the Company.

In addition, subject to the confirmation by The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the English stock short name and the Chinese stock short name for trading of the Shares in the Stock Exchange will also be changed after the Change of Company Name has become effective.

PROPOSED AMENDMENTS TO THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

In view of the proposed Change of Company Name, the Company also proposes to amend (the “**Amendments**”) the second amended and restated memorandum of association and the articles of association of the Company (the “**Second Amended and Restated Memorandum and Articles of Association**”) to reflect the Change of Company Name by replacing all references to “NVC Lighting Holding Limited 雷士照明控股有限公司” in the Second Amended and Restated Memorandum and Articles of Association with “NVC International Holdings Limited 雷士國際控股有限公司”. The Amendments are subject to the passing of a special resolution of the Company at the EGM and the Change of Company Name taking effect.

GENERAL

The EGM will be convened and held for the Shareholders to consider and, if thought fit, approve the proposed Change of Company Name and the proposed Amendments. A circular containing, among other things, details of the proposed Change of Company Name and the proposed Amendments, together with the notice of the EGM and the related proxy form will be despatched to the Shareholders as soon as practicable.

The Company will make further announcement(s) to inform the Shareholders of the results of the EGM, the effective date of the proposed Change of Company Name and the new English and Chinese stock short names of the Company under which the Shares will be traded on the Stock Exchange as and when appropriate.

By Order of the Board
NVC Lighting Holding Limited
Wang Donglei
Chairman

Hong Kong, 22 November 2019

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