

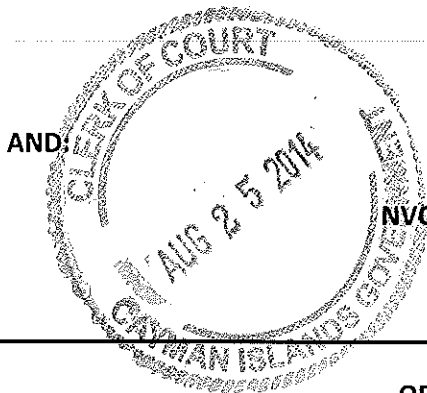
IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION

CAUSE NO. FSD 0094 OF 2014 ()

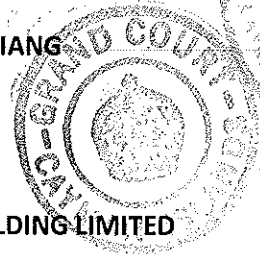
IN THE MATTER OF THE COMPANIES LAW

AND IN THE MATTER OF NVC LIGHTING HOLDING LIMITED

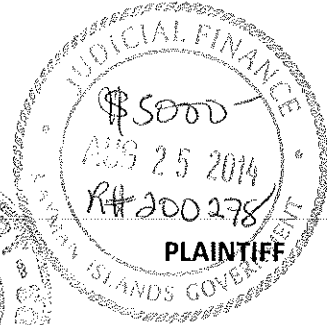
BETWEEN:



WU CHANGJIANG



NVC LIGHTING HOLDING LIMITED



PLAINTIFF

DEFENDANT

ORIGINATING SUMMONS

TO: NVC Lighting Holding Limited of C/o Codan Trust Company (Cayman) Limited, P. O. Box 2681, Cricket Square, Hutchins Drive, George Town, Grand Cayman, Cayman Islands (the *Company*)

LET THE DEFENDANT, within fourteen (14) days after service of this Summons on him, counting the day of service, return the accompanying Acknowledgment of Service to the Courts Office, PO Box 495, George Town, Grand Cayman KY1-1106, Cayman Islands.

By this Summons, which is issued on the application of Wu Changjiang of Room 2301, No.7 Hui Sha Ti, Hui Cheng District, Hui Zhou, Guandong Province, PRC, the Plaintiff claims against the Defendant:

1. A declaration that the Plaintiff had good authority to enter into licensing agreements on behalf of Huizhou NVC Lighting Technology Co., Ltd. with each of Shandong NVC Lighting Development Co., Ltd., Chongqing En Wei Xi Industrial Co., Ltd., and Zhongshan Sheng Di Ai Si Lighting Co., Ltd.

2. A declaration that the board resolution removing the Plaintiff from the office of chief executive officer and/or executive director of the Company dated 8 August 2014 is invalid, null and void.
3. The costs of this Originating Summons be paid by the Defendant.
4. Such further or other orders as the Court thinks fit.

AND FURTHER TAKE NOTICE THAT the particulars by which the Plaintiff claims the above relief are as follows:

- A. The Defendant was incorporated as a Cayman Islands exempted company on 2 March 2006.
- B. Plaintiff has been:
 - a. an executive director of the Defendant from 20 May 2010 until 24 May 2012, and from 21 June 2013 until the present; and
 - b. the Defendant's chief executive officer (**CEO**) from 20 May 2010 until 24 May 2012, and from 11 January 2013 until the present.
- C. The terms of the Plaintiff's engagement as CEO of the Defendant are set out in a service agreement between the Plaintiff and the Defendant dated 27 April 2010 (the **Service Agreement**).
- D. The terms of the Service Agreement relevantly provide that the Plaintiff's engagement as CEO of the Defendant may be terminated:
 - a. by either party giving to the other at least three months written notice; or
 - b. immediately by the Defendant if the Plaintiff is guilty of serious misconduct which, in the opinion of the Defendant's Board of Directors (the **Board**), has damaged or may damage the business or affairs or reputation of the Company or Group Companies.

- E. On 8 August 2014, the Plaintiff received by email a notice calling a meeting of the Board to be held that same day (the **8 August Meeting**). The email was received by the Plaintiff approximately 2 hours prior to the nominated commencement time for the 8 August Meeting.
- F. The notice calling the 8 August Meeting contained an agenda for the matters to be considered by the Board at the 8 August Meeting (the **Agenda**).
- G. The Agenda did not include reference, express or implied, to consideration by the Board of the continuation of the Plaintiff's position as CEO and/or executive director of the Defendant.
- H. At the convened 8 August Meeting, a resolution was tabled for the Plaintiff's removal as CEO and/or executive director of the Defendant. The stated reason for such removal was that it was alleged:
 - a. the Plaintiff entered into licensing agreements on behalf of certain subsidiaries of the Defendant (the **Purported Licensing Agreements**);
 - b. the majority of the Board was not previously aware of the existence of the Purported Licensing Agreements, nor had the Board approved, authorised or ratified the execution of such agreements by the Plaintiff; and
 - c. the majority of the Board was of the view that it would not be in the best interests of the Defendant and its shareholders for the Plaintiff to continue as CEO and executive director of the Defendant.
- I. The Board resolved to remove the Plaintiff as CEO and/or executive director of the Defendant (the **Impugned Resolution**).
- J. The Plaintiff claims that the Impugned Resolution is invalid and of no effect, *inter alia*, on the following grounds:
 - a. the Agenda did not, as required by law, disclose the purpose of the 8 August Meeting and was misleading to those to whom the Agenda was addressed (including the Plaintiff);

- b. the Agenda cannot be construed as remotely contemplating the events which occurred at the 8 August Meeting;
 - c. the Plaintiff was not afforded a fair opportunity to be heard on the allegation that he had improperly entered into the Purported Licensing Agreements;
 - d. the Plaintiff in fact had authority to enter into the Purported Licensing Agreements and doing so was plainly in the best interests of the Defendant; and
 - e. in purporting to pass the Impugned Resolution, the Board was motivated by the personal interests of its members and not the best interests of the Defendant.
- K. In the circumstances, the Plaintiff seeks a declaration that the Purported Licensing Agreements were properly entered into and that the Impugned Resolution is invalid, null, and void.

If the Defendant does not acknowledge service, such judgment may be given or order made against or in relation to him as the Court may think just and expedient.

Dated this 25th day of August 2014



Harney Westwood & Riegels
Attorneys-at-Law for the Plaintiff

- NOTES:**
- 1 This Summons may not be served later than four (4) calendar months (or, if leave is required to effect service out of jurisdiction, six (6) months) beginning with the above date unless renewed by order of the Court.
 - 2 If a defendant does not attend personally or by his attorney at the time and place above-mentioned such order will be made as the Court may think just and expedient.

IMPORTANT

Directions for Acknowledgment of Service are given with the accompanying form.

THIS ORIGINATING SUMMONS was issued by Harney Westwood & Riegels, Attorneys-at-Law for the Plaintiff, whose address for service is 4th Floor, Harbour Place, 103 South Church Street, PO Box 10240, Grand Cayman KY1-1002, Cayman Islands (Ref: 046182-0001-PHW).

DIRECTIONS FOR ACKNOWLEDGMENT OF SERVICE OF ORIGINATING SUMMONS

The accompanying form of Acknowledgment of Service should be completed by an Attorney acting on behalf of the Defendant[s] or by the Defendant[s] if acting in person. After completion it must be delivered or sent by post to the Law Courts, PO Box 495, George Town, Grand Cayman KY1-1106, Cayman Islands.

NOTES FOR GUIDANCE

5. Each Defendant (if there are more than one) is required to complete an Acknowledgment of Service and return it to the Courts Office.
6. If you wish to defend claims made in the originating summons, or intend to attend the proceedings and to participate in them so far as necessary (although not necessarily in an adversarial manner) you should tick the "Yes" box in paragraph 2 of the Acknowledgment of Service.
7. For the purpose of calculating the period of fourteen (14) days for acknowledging service, a writ served on the Defendant personally is treated as having been served on the day it was delivered to him.
8. Where the Defendant is sued in a name different from his own, the form must be completed by him with the addition in paragraph 1 of the words "sued as (the name stated on the Originating Summons)".
9. Where the Defendant is a FIRM and an attorney is not instructed, the form must be completed by a PARTNER by name, with the addition in paragraph 1 of "Partner in the firm of (.....)" after his name.
10. Where the Defendant is sued as an individual TRADING IN A NAME OTHER THAN HIS OWN, the form must be completed by him with the addition in paragraph 1 of the description "trading as (.....)" after his name.
11. Where the Defendant is a LIMITED COMPANY the form must be completed by an Attorney or by someone authorised to act on behalf of the Company, but the

Company can take no further step in the proceedings without an Attorney acting on its behalf.

12. Where the Defendant is a MINOR or a MENTAL PATIENT, the form must be completed by an Attorney acting for a guardian ad litem.
13. A Defendant acting in person may obtain help in completing the form at the Courts Office.

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BETWEEN:

WU CHANGJIANG

PLAINTIFF

AND:

NVC LIGHTING HOLDING LIMITED

DEFENDANT

ACKNOWLEDGMENT OF SERVICE OF ORIGINATING SUMMONS

If you intend to instruct an Attorney to act for you, give him this form **IMMEDIATELY**.

Important. Read the accompanying directions and notes for guidance carefully before completing this form. If any information required is omitted or given wrongly, **THIS FORM MAY HAVE TO BE RETURNED.**

1. State the full name of the Defendant by whom or on whose behalf the service of the Originating Summons is being acknowledged.

2. State whether the Defendant intends to contest or otherwise participate in the proceedings (tick appropriate box)

YES NO

Service of the Originating Summons is acknowledged accordingly.

[Attorney] for

[Defendant in Person]

Address for Service:

NOTES ON ADDRESS FOR SERVICE

Attorney: where the Defendant is represented by an attorney, state the attorney's place of business in the Cayman Islands. A Defendant may not act by a foreign attorney.

Defendant in person: where the Defendant is acting in person, he must give his post office box number and the physical address of his residence or, if he does not reside in the Cayman Islands, he must give an address in Grand Cayman where communications for him should be sent. In the case of a limited company, "residence" means its registered principal office.

Indorsement by Plaintiff's Attorney (or by Plaintiff if suing in person) of his name, address and reference, if any, in the box below.

Harney Westwood & Riegels
4th Floor, Harbour House
103 South Church Street
PO Box 10240
Grand Cayman KY1-1002
Cayman Islands
(Ref: PHW/JNW/046182.0002]

Indorsement by Defendant's Attorney (or by Defendant if suing in person) of his name, address and reference, if any, in the box below.