
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect about this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in TC Orient Lighting Holdings Limited (the “Company”), you should at once hand this circular, together with the enclosed proxy form, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.



TC ORIENT LIGHTING HOLDINGS LIMITED
達進東方照明控股有限公司

(Incorporated in the Cayman Islands with limited liability)

website: www.tatchun.com

(Stock Code: 515)

(I) RE-ELECTION OF RETIRING DIRECTORS;
(II) RENEWAL OF THE GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES;
AND
(III) NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting of the Company to be held at Room 3, 15/F, Aitken Vanson Centre, 61 Hoi Yuen Road, Kwun Tong, Kowloon, Hong Kong on Friday, 6 June 2014 at 11:00 a.m. is set out on pages 11 to 14 of this circular.

Whether or not you are able to attend the annual general meeting, you are requested to complete and return the accompanying proxy form in accordance with the instructions printed thereon and return the same to the branch share registrars of the Company in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the annual general meeting or any adjournment thereof (as the case may be). Completion and return of the proxy form shall not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so desire.

17 April 2014

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
APPENDIX I: EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE	6
APPENDIX II: DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM	9
NOTICE OF ANNUAL GENERAL MEETING	11

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at Room 3, 15/F., Aitken Vanson Centre, 61 Hoi Yuen Road, Kwun Tong, Kowloon, Hong Kong on Friday, 6 June 2014 at 11:00 a.m. notice of which is set out on pages 11 to 14 of this circular
“Article(s)”	the article(s) of association of the Company
“Board”	the board of Directors
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	TC Orient Lighting Holdings Limited (stock code: 515), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	director(s) of the Company
“General Mandates”	the Issue Mandate (including the extended Issue Mandate) and the Repurchase Mandate
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	the proposed general mandate to be granted to the Directors to exercise all the powers of the Company to allot, issue and otherwise deal with new Shares not exceeding 20% of the Shares in issue as at the date of the passing of the resolution approving the said mandate
“Latest Practicable Date”	10 April 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“LED”	light-emitting diode
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“PRC”	The People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administration Region of the PRC and Taiwan
“Repurchase Mandate”	the proposed general mandate to be granted to the Directors to exercise all the powers of the Company to repurchase Shares not exceeding 10% of the Share in issue as at the date of passing of the resolution approving the said mandate
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



TC ORIENT LIGHTING HOLDINGS LIMITED
達進東方照明控股有限公司

(Incorporated in the Cayman Islands with limited liability)

website: www.tatchun.com

(Stock Code: 515)

Executive Directors:

Mr. Yeung Hoi Shan
Mr. Zhu Jianqin
Mr. Kwok Tung Fai

Non-executive Directors:

Madam Li Jinxia
Mr. Yeung Tai Hoi

Independent non-executive Directors:

Mr. Wong Siu Fai, Albert
Mr. Sung Lee Ming, Alfred
Mr. Fong Ping

Registered office:

Cricket Square,
Hutchins Drive,
P.O. Box 2681,
Grand Cayman
KY1-1111
Cayman Islands

Principal place of business in

Hong Kong:
Room 3, 15/F., Aitken Vanson Centre,
61 Hoi Yuen Road,
Kwun Tong,
Kowloon,
Hong Kong.

17 April 2014

To the Shareholders

Dear Sir or Madam,

(I) RE-ELECTION OF RETIRING DIRECTORS;
(II) RENEWAL OF THE GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES;
AND
(III) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to give you details of the following proposals which, together with other ordinary business, will be proposed at the AGM for the Shareholders' consideration and, where appropriate, to approve:

- (a) the re-election of the retiring Directors; and
- (b) the renewal of the General Mandates.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

Mr. Kwok Tung Fai, Madam Li Jinxia and Mr. Wong Siu Fai, Albert, will retire from office by rotation in accordance with Article 87 of the Articles and, being eligible, offer themselves for re-election. Pursuant to Rule 13.74 of the Listing Rules, the details of the aforesaid Directors proposed to be re-elected at the AGM as required under Rule 13.51(2) of the Listing Rules are set out in Appendix II to this circular.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

The current general mandates granted to the Directors to issue and repurchase Shares will expire at the conclusion of the AGM. Ordinary resolutions will be proposed at the AGM to authorize the Directors, inter alia, (i) to exercise the powers of the Company to allot and issue Shares not exceeding 20% of the issued share capital of the Company as at the date of the passing of such resolution; (ii) to repurchase Shares not exceeding 10% of the issued share capital of the Company as at the date of the passing of such resolution; and (iii) to extend the general mandate to issue Shares by the number of Shares purchased under the Repurchase Mandate.

As at the Latest Practicable Date, there were 442,283,803 Shares in issue. Subject to the passing of the ordinary resolutions to approve the General Mandates and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company will be allowed to issue up to a maximum of 88,456,760 Shares under the Issue Mandate and repurchase up to a maximum of 44,228,380 Shares under the Repurchase Mandate.

The Directors believe that it is in the interests of the Company and the Shareholders as a whole if the General Mandates are granted at the AGM. The Issue Mandate will provide the Directors with flexibility to issue Shares especially in the context of a fund raising exercise on a timely manner or a transaction involving an acquisition by the Group where Shares are to be issued as consideration and which has to be completed speedily. As at the Latest Practicable Date, the Directors have no present intention of any acquisition by the Company nor any present plan for raising capital by issuing new Shares under the proposed Issue Mandate.

At present, the Company does not have any plan for repurchases of Shares. Repurchases will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole. Considering the rapid changes in the market conditions, the Repurchase Mandate can provide more flexibility to the Directors to enhance the net asset value of the Company and/or its earnings per Share.

An explanatory statement as required under the Listing Rules to provide the requisite information concerning the Repurchase Mandate is set out in Appendix I to this circular.

LETTER FROM THE BOARD

AGM

The notice of AGM is set out on pages 11 to 14 of this circular. Whether or not you are able to attend the AGM, you are requested to complete the proxy form enclosed in this circular in accordance with the instructions printed thereon and return the same to the Company's Hong Kong branch share registrars, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish but the authority of your proxy will be invalidated forthwith.

In accordance with Rule 13.39(4) of the Listing Rules, all votes of the Shareholders to be taken at the AGM shall be taken by poll unless it relates purely to a procedural or administrative matter and the chairman, in good faith, decides to allow such matter to be voted on by a show of hands.

RECOMMENDATION

The Directors consider (a) the re-election of the retiring Directors; and (b) the renewal of the General Mandates in this circular are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of all the resolutions set out in the notice of AGM.

GENERAL

Your attention is drawn to the additional information set out in the Appendices to this circular.

Yours faithfully,
For and on behalf of the Board
TC Orient Lighting Holdings Limited
Yeung Hoi Shan
Chairman

This is an explanatory statement given to the Shareholders relating to the proposed resolution authorising the Directors to repurchase Shares to be passed by the Shareholders at the AGM.

This explanatory statement contains a summary of the information required pursuant to Rule 10.06(1)(b) of the Listing Rules which is set out as follows:

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company was HK\$44,228,380 comprising 442,283,803 Shares. Exercise in full of the Repurchase Mandate, on the basis that no further Shares are issued or repurchased prior to the date of the AGM, could accordingly result in up to 44,228,380 Shares being repurchased by the Company. The Repurchase Mandate shall, unless revoked or varied by the Company in general meeting, take effect upon approval by the Shareholders until the next annual general meeting of the Company.

REASONS FOR REPURCHASES

The Directors consider that the Repurchase Mandate will provide the Company with such flexibility to make repurchase of its own Shares as and when appropriate and beneficial to the Company. Such repurchases may enhance the net asset value of the Company and/or earnings per Share. The Directors consider that there would not be a material adverse impact on the working capital and on the gearing position of the Company as compared with the position disclosed in the latest published audited accounts of the Company for the year ended 31 December 2013, in the event that the proposed purchases were to be carried out in full during the proposed purchase period. No purchase would be made in circumstances that would have a material adverse impact on the working capital or gearing ratio of the Company.

FUNDING OF REPURCHASE

Repurchases must be funded out of funds legally available for such purchase in accordance with the applicable laws of the Cayman Islands and the memorandum of association of the Company and the Articles.

The Companies Law provides, inter alia, that shares may only be purchased out of the profits of a company or out of the proceeds of a fresh issue of shares made for the purpose of the repurchase or, in the manner provided for therein, out of capital.

DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective associates (as defined in the Listing Rules), has any present intention to sell Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

No connected person of the Company has notified the Company that he/she has a present intention to sell Shares to the Company nor has he/she undertaken not to sell any of the Shares held by him/her to the Company in the event that the Company is authorised to make repurchases of Shares.

SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous 12 months preceding the Latest Practicable Date were as follows:

	Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2013		
April	0.83	0.61
May	0.90	0.70
June	0.83	0.59
July	0.82	0.61
August	0.79	0.69
September	0.75	0.67
October	0.69	0.61
November	0.66	0.61
December	0.66	0.52
2014		
January	0.74	0.56
February	0.59	0.51
March	0.63	0.51
April (up to the Latest Practicable Date)	0.51	0.45

UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and applicable laws of the Cayman Islands.

EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, the Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the following Shareholder was interested in more than 10% of the Shares then in issue:

Name	Number of Shares	Percentage holding
Mr. Yeung Hoi Shan	145,902,000	32.99%

In the event that the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate, the total interests of the above Shareholder in the Shares would be increased to:

Name	Percentage holding
Mr. Yeung Hoi Shan	36.65%

Such increase would give rise to an obligation on the part of Mr. Yeung Hoi Shan to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in a requirement of the above Shareholder, or any other persons to make a general offer under the Takeovers Code.

SHARE REPURCHASES MADE BY THE COMPANY

The Company has not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six (6) months preceding the Latest Practicable Date.

Details of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:

Mr. Kwok Tung Fai (“Mr Kwok”), aged 41, was appointed as the Chief Operating Officer of the Company since 1 August 2013, an executive Director since 1 April 2012, company secretary, and authorised representative of the Company since 18 April 2012. Mr Kwok is currently responsible for company secretarial matters and supervising execution of operation plan according to the Company’s strategic goals. He first joined the Company as an assistant accounting manager in June 2004 and later promoted to the position of accounting manager. He left the Company in June 2007 and then re-joined the Company as the financial controller in January 2010. As financial controller, he was responsible for the banking facilities, company secretarial matters and financial accounting of the Group. As Chief Financial Officer of the Company during the period from 18 April 2012 to 31 July 2013, he was responsible for investor relations, banking facilities and company secretarial matters.

Apart from working with the Company, Mr. Kwok has over 8 years of experience working in various corporations, including multinational accounting firms, multinational financial institution, listed company in Hong Kong and other private companies. Mr. Kwok is an associate member of the Hong Kong Institute of Certified Public Accountants and a fellow member of The Chartered Association of Certified Accountants. He obtained a Master of Finance degree from Hong Kong University of Science and Technology in 2010 and a bachelor degree in Business Administration from The Chinese University of Hong Kong in 1997. At the Latest Practicable Date, Mr. Kwok beneficially owned 12,000 Shares (representing approximately 0.003% of the issued share capital of the Company). Mr Kwok also held options with rights to subscribe for a total of 240,000 Shares, representing approximately 0.05% of the existing Shares in issue, at the exercise price of HK\$1.5 per Share. Mr. Kwok has entered into a service agreement with the Company for a term of two years commencing on 1 August 2013 subject to rotation and re-election at the annual general meeting of the Company in accordance with the Articles. The director remuneration of Mr. Kwok on annual basis is HK\$2,616,000 for the period from 1 August 2013 to 31 July 2015. The remuneration package of Mr. Kwok is determined by the Board with reference to his duties and responsibilities with the Company, the Company’s current standards for emoluments and the market conditions and is subject to review by the Board from time to time.

Save as disclosed above, Mr. Kwok does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company and he did not hold any other positions in the Company or any of its subsidiaries and did not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Also, same as disclosed above, Mr. Kwok does not have, and is not deemed to have, any other interests or short positions in any Shares, underlying Shares or debentures (as defined under Part XV of the SFO) of the Company.

Madam Li Jinxia (“Madam Li”), aged 76, was appointed as a non-executive Director on 5 June 2006. Madam Li formerly worked in State Tax Bureau of Zhongshan as an officer. She has been acting as an adviser to the Company in respect of PRC government policies since the incorporation of Tat Chun Printed Circuit Board Company Limited in 1988. She is the mother of Mr. Yeung Hoi Shan and Mr. Yeung Tai Hoi.

At the Latest Practicable Date, Madam Li had a personal interest in 1,300,000 Shares. Madam Li also held options with rights to subscribe for a total of 700,000 Shares, representing approximately 1.06% of the existing Shares in issue, at the exercise price of HK\$1.07 per Share exercisable during the period from 29 September 2009 to 28 September 2015. There is service contract entered into between the Company and Madam Li. Madam Li is subject to retirement by rotation and re-election in accordance with the Articles. Madam Li will be entitled to receive an annual director's fee of HK\$92,400 which is determined with reference to her duties and responsibilities with the Company and the Company's current standards for emoluments and the market conditions and is subject to review by the Board from time to time. Save as disclosed above, Madam Li does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company and she did not hold any other positions in the Company or any of its subsidiaries and did not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Also, same as disclosed above, Madam Li does not have, and is not deemed to have, any other interests or short positions in any Shares, underlying Shares or debentures (as defined under Part XV of the SFO) of the Company.

Mr. Wong Siu Fai, Albert (“Mr Wong”), aged 54, was appointed as an independent non-executive Director on 5 June 2006. He is currently the chief financial officer and an executive director of Walcom Group Limited, listed on AIM of London Stock Exchange and has over 30 years of experience in corporate finance and accounting work for various business-consulting companies and audit firms. Mr. Wong obtained an honour diploma in accounting in Hong Kong Baptist University (formerly known as Hong Kong Baptist College) in 1983. He is a member of the ICAEW and a fellow member of the Hong Kong Institute of Certified Public Accountants. He has appropriate professional qualifications, accounting or related financial management expertise pursuant to Rule 3.10(2) of the Listing Rules.

At the Latest Practicable Date, Mr. Wong held options with rights to subscribe for a total of 540,000 Shares, representing approximately 0.12% of the existing Shares in issue, of which 140,000 Shares were granted at the exercise price of HK\$1.07 per Share exercisable during the period from 29 September 2009 to 28 September 2015, 200,000 Shares were granted at the exercise price of HK\$1.5 per Share exercisable during the period from 14 July 2010 to 13 July 2020, and 200,000 Shares were granted at the exercise price of HK\$2.11 per Share exercisable during period from 3 March 2012 to 1 September 2021 . There is service contract entered into between the Company and Mr. Wong. Mr. Wong is subject to retirement by rotation and re-election in accordance with the Articles. Mr. Wong will be entitled to receive an annual director's fee of HK\$144,000 which is determined with reference to his duties and responsibilities with the Company and the Company's current standards for emoluments and the market conditions and is subject to review by the Board from time to time. Save as disclosed above, Mr. Wong does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company and he did not hold any other positions in the Company or any of its subsidiaries and did not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Also, same as disclosed above, Mr. Wong does not have, and is not deemed to have, any other interests or short positions in any Shares, underlying Shares or debentures (as defined under Part XV of the SFO) of the Company.

NOTICE OF ANNUAL GENERAL MEETING



TC ORIENT LIGHTING HOLDINGS LIMITED 達進東方照明控股有限公司

(Incorporated in the Cayman Islands with limited liability)

website: www.tatchun.com

(Stock Code: 515)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of TC Orient Lighting Holdings Limited (the “**Company**”) will be held at Room 3, 15/F, Aitken Vanson Centre, 61 Hoi Yuen Road, Kwun Tong, Kowloon, Hong Kong on Friday, 6 June 2014 at 11:00 a.m. to transact the following ordinary business:

1. To receive and adopt the audited financial statements and the reports of the directors (the “**Directors**”) and auditors of the Company for the year ended 31 December 2013.
2.
 - (a) To re-elect Mr. Kwok Tung Fai as an executive Director;
 - (b) To re-elect Madam Li Jinxia as a non-executive Director;
 - (c) To re-elect Mr. Wong Siu Fai, Albert as an independent non-executive Director; and
 - (d) To authorise the board of Directors to fix their respective remuneration.
3. To approve the re-appointment of the auditors of the Company and to authorise the board of Directors to fix their remuneration.

AS SPECIAL BUSINESS

To consider and, if thought fit, pass, with or without modifications, the following resolutions as ordinary resolutions of the Company:

4. “**THAT:**
 - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as hereinafter defined) to make and grant offers, agreements and options which would or might require shares to be allotted after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to shares issued as a result of a Rights Issue (as hereinafter defined) or pursuant to the exercise of options under the share option scheme of the Company or any shares allotted in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes 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 laws of the Cayman Islands to be held; or
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

5. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

(b) the aggregate nominal amount of share capital which may be purchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this resolution, and the said approval be limited accordingly; and

(c) for the purposes 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 laws of the Cayman Islands to be held; or

(iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

6. “**THAT** subject to the passing of resolutions numbered 4 and 5 set out in the notice convening this meeting, the aggregate nominal amount of shares which are purchased by the Company pursuant to the authority granted to the Directors as mentioned in resolution numbered 5 set out in the notice convening this meeting shall be added to the aggregate nominal amount of share capital that may be allotted or agreed to be allotted by the Directors pursuant to resolution numbered 4 set out in the notice convening this meeting.”

By order of the Board
Yeung Hoi Shan
Chairman

Hong Kong, 17 April 2014

Principal place of business in Hong Kong:
Room 3, 15/F., Aitken Vanson Centre
61 Hoi Yuen Road
Kwun Tong
Kowloon
Hong Kong

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person(s) as his/her proxy to attend and vote instead of him/her. In the case of a recognised clearing house, it may authorise such person(s) as it thinks fit to act as its representative(s) at the meeting and vote in its stead. A proxy need not be a member of the Company.
2. In order to be valid, the proxy form together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority must be deposited at the branch share registrars of the Company in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof (as the case may be).
3. Completion and return of the proxy form shall not preclude a member of the Company from attending and voting in person at the meeting or any adjournment thereof if he so desires and, in such event, the instrument appointing a proxy shall be deemed to have been revoked.
4. Where there are joint holders of any share, any one of such holders may vote at the meeting either personally or by proxy in respect of such share as if he/she were solely entitled to vote; but if more than one of such joint holders be present at the meeting in person or by proxy, then the one of such holders whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.