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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)

PLACING OF SHARES BY A SHAREHOLDER

Reference is made to the announcement of the Company dated 23 July 2014 (the “**Announcement**”) in relation to, among others, the Disposal of Shares by Mr. Yeung. Unless the context requires otherwise, capitalised terms used herein shall bear the same meanings as defined in the Announcement.

As disclosed in the Announcement, Mr. Yeung shall dispose of his other 16,637,697 Shares to a few independent placees by way of the Placing through an independent placing agent such that Mr. Yeung together with his family members and their controlled companies will hold less than 30% of the issued share capital of the Company.

The Board was notified by Mr. Yeung that on 25 July 2014, he entered into a placing agreement (the “**Placing Agreement**”) with Kingsway Financial Services Group Limited (the “**Placing Agent**”), pursuant to which Mr. Yeung agreed to appoint the Placing Agent during the Placing Period (as defined below) to procure purchases on a best effort basis of up to 16,637,697 Shares (the “**Placing Shares**”) by independent placees (the “**Placees**”) at the price to be fixed within a fixed price range which highest end of the price range is below HK\$1.392 per Placing Share. The final price for the Placing Shares will be determined by the Placing Agent at its sole discretion prior to completion of the Placing.

According to the terms of the Placing Agreement, the placing period (the “**Placing Period**”) during which the Placing Agent shall proceed with the Placing commenced upon the execution of the Placing Agreement and shall terminate at completion for the Placing. Such completion shall take place on any business day falling on or before the seventh (7th) business day after the date of the Placing Agreement or such other date as Mr. Yeung and the Placing Agent may mutually agree in writing.

Under the Placing Agreement, the Placing Agent will ascertain that each Placee shall not be, among other parties, any of Mr. Yeung and Mr. Chen and each Placee and if applicable, its ultimate beneficial owners are independent of and are not connected persons (as defined under the Listing Rules) of and/or parties acting in concert (as defined under the Takeovers Code) with, among other parties, Mr. Yeung and/or Mr. Chen and/or their respective concert parties. In addition, the Placing Agent shall use its best endeavours to procure each Placee to undertake that such Placee (together with its ultimate beneficial owner, parties acting in concert and/or associates) will not, taken together, be placed with 1% or more of the issued share capital of the Company under the Placing.

Consideration for the Placing Shares shall be payable by the Placing Agent to Mr. Yeung in cash after completion of the Placing after deduction of commissions payable to the Placing Agent, certain fees and expenses in accordance with the terms and conditions of the Placing Agreement.

The Board was informed that the placing price was determined after arm's length negotiations between Mr. Yeung and the Placing Agent. It is expected that completion of the Placing will take place in late July or early August 2014.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

By order of the Board
TC Orient Lighting Holdings Limited
YEUNG HOI SHAN
Chairman

Hong Kong, 25 July 2014

As at the date hereof, the executive directors are Mr. Yeung Hoi Shan, Mr. Kwok Tung Fai and Mr. Zhu Jianqin, the non-executive directors are Madam Li Jinxia and Mr. Yeung Tai Hoi, and the independent non-executive directors are Mr. Wong Siu Fai, Albert, Mr. Sung Lee Ming Alfred and Mr. Fong Ping.