

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.

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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)

**(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 Unit 1101A1, 11/F, East Ocean Centre, 98 Granville Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 2 June 2017 at 11:00 a.m. is set out on pages 15 to 18 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.

28 April 2017

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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 Unit 1101A1, 11/F, East Ocean Centre, 98 Granville Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 2 June 2017 at 11:00 a.m. or any adjournment thereof notice of which is set out on pages 15 to 18 of this circular
“AGM Notice”	the notice convening the AGM which is set out on pages 15 to 18 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
“Extended Issue Mandate”	a general mandate to add to the Issue Mandate the aggregate number of Shares repurchased by the Company under the Repurchase Mandate
“General Mandates”	the Issue Mandate, the Repurchase Mandate and the Extended Issue 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 at the AGM
“Latest Practicable Date”	24 April 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“PRC”	The People’s Republic of China
“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 at the AGM
“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. Chen Yongsen (*Chairman*)
Mr. Wang Shi Jin (*Chief Executive Officer*)
Mr. Chen Hua
Mr. Xu Ming
Mr. Guo Jun Hao

Registered Office:

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

Independent Non-executive Directors:

Mr. Anson Poon Wai Kong
Mr. Li Hongxiang
Mr. Wong Kwok On
Mr. Bonathan Wai Ka Cheung
Ms. Chen Lei

Principal place of business

in Hong Kong:
Unit 1101A1, 11/F, East Ocean Centre
98 Granville Road
Tsim Sha Tsui
Kowloon
Hong Kong

28 April 2017

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 (inter alia):

- (a) the re-election of the retiring Directors; and

LETTER FROM THE BOARD

(b) the renewal of the General Mandates.

RE-ELECTION OF RETIRING DIRECTORS

Articles 86(3) states that: *“The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed by the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.”*

Articles 87(1) states that: *“Notwithstanding any other provisions in the Articles, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years.”*

Articles 87(2) states that: *“A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any Director appointed pursuant to Article 86(2) or Article 86(3) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.”*

Pursuant to the above relevant provisions in the Articles, Mr. Chen Yongsen, Mr. Chen Hua, Mr. Xu Ming, Mr. Guo Jun Hao, Mr. Wong Kwok On, Mr. Bonathan Wai Ka Cheung, Ms. Chen Lei (collectively, the **“Retiring Directors”**) will retire at the AGM and are eligible for re-election at the AGM.

Details of the Retiring Directors to be re-elected at the AGM which are required to be disclosed by the Listing Rules are set out in Appendix II to this circular.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

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 1,029,635,216 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

LETTER FROM THE BOARD

the AGM, the Company will be allowed to issue up to a maximum of 205,927,043 Shares under the Issue Mandate and repurchase up to a maximum of 102,963,521 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 in a timely manner.

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 repurchase Shares in a timely manner as and when appropriate and beneficial to the Company, say, when the net asset value of the Company and/or its earnings per Share may be enhanced.

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.

AGM

The notice of AGM is set out on pages 15 to 18 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.

RESPONSIBILITY STATEMENT

This circular, 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 Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular 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 circular misleading.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that (a) the re-election of the retiring Directors; and (b) the renewal of the General Mandates 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 AGM Notice.

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
Chen Yongsen
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\$102,963,521 comprising 1,029,635,216 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 102,963,521 Shares being repurchased by the Company. The Repurchase Mandate shall take effect upon approval by the Shareholders until the expiry of the Relevant Period (as defined in Resolution No.5 of the AGM Notice).

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 2016, 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:

	Highest Price	Lowest Price
	<i>(HK\$)</i>	<i>(HK\$)</i>
2016		
April	0.459	0.311
May	0.358	0.173
June	0.275	0.218
July	0.244	0.178
August	0.210	0.186
September	0.440	0.188
October	0.490	0.290
November	0.640	0.380
December	0.560	0.480
2017		
January	0.610	0.485
February	0.600	0.500
March	0.520	0.435
April (up to the Latest Practicable Date)	0.500	0.365

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 as a result of a repurchase of Shares by the Company, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a shareholder, or a 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 Rule 26 of the Takeovers Code as a result of a repurchase of Shares by the Company.

The Directors are not aware of any such consequences which would arise under the Takeovers Code as a consequence of any exercise of the Repurchase Mandate. In the event that any exercise of the Repurchase Mandate would, to the knowledge of the Directors, have such a consequence, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would trigger a mandatory offer obligation for any shareholder or group of shareholders.

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:

BIOGRAPHICAL INFORMATION

Executive Director

Mr. Chen Yongsen (“Mr. Y. Chen”)

Mr. Y. Chen, aged 46, was appointed as an executive Director of the Company and was appointed as the Chairman on 16 November 2015. He has over 20 years’ experience in hotel management. Since as early as the 1990’s, he was responsible for key managerial positions in various hotels in Shenzhen, China. From around 10 years ago, Mr. Y. Chen started his own business, and owned a factory and managed a hotel in Shenzhen, China.

Mr. Y. Chen has entered into a service contract with the Company with a fixed term of three year. Mr. Y. Chen is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles. Mr. Y. Chen is entitled to a director’s fee of HK\$200,000 per month, which is determined by the Board considering the recommendation of the remuneration committee, which was made taking into account of Mr. Y. Chen’s skill, knowledge and experience and will be reviewed by the Board regularly with reference to his duties and responsibilities with the Company.

Mr. Y. Chen is a director of Smart Technology South Internet Group Limited, a wholly-owned subsidiary of the Company. Save as disclosed above, Mr. Y. Chen does not hold any position with the Company and other members of the Company and did not hold any directorship in other public listed companies in the past three years.

Mr. Y. Chen does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Y. Chen does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed, there is no information relating to Mr. Y. Chen that is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

Mr. Chen Hua (“Mr. H. Chen”)

Mr. H. Chen, aged 54, has over 33 years of experience in property construction and engineering and project management in China. He obtained a Bachelor of Civil Engineering from Sun Yat-sen University, Guangzhou in 1983.

The term of service between Mr. H. Chen and the Company is 3 years. Mr. H. Chen is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Company’s Articles of Association. Mr. H. Chen is entitled to a director’s fee of HK\$30,000 per month, which is determined by the Board considering the

recommendation of the remuneration committee, which was made taking into account of Mr. H. Chen's skill, knowledge and experience and will be reviewed by the Board regularly with reference to his duties and responsibilities with the Company.

Between 6 September 2012 and 15 March 2013, Mr. H. Chen was a non-executive Director of China Beidahuang Industry Holdings Limited (formerly known as Sino Distillery Group Limited or Bio-Dynamic Group Limited), whose shares are listed on the Main Board of the Stock Exchange with stock code 39. Save as disclosed herein, Mr. H. Chen did not hold any directorship in other public listed companies in the last three years. Mr. H. Chen has been a director of the subsidiaries of the Company including TC Hong Kong Electric Company Limited, TC Orient LED Energy Management Company Limited, TC Orient Jiangsu Holdings Company Limited, Tat Chun PCB International Company Limited and TC BVI Limited. Other than the relationship arising from him being an executive Director, Mr. H. Chen does not have any relationships with any other directors, senior management, substantial shareholders or controlling shareholders of the Company.

Based on the disclosure of interests filing available to the Company, as at the Latest Practicable Date, Mr. H. Chen owns 60.31% interest in Able Turbo Enterprises Limited, which is interested in 162,000,000 shares of the Company. Save as disclosed herein, as at the Latest Practicable Date, he does not have any interest in the shares of the Company (within the meaning of Part XV of the Securities and Futures Ordinance).

Save as disclosed above, there is no other information relating to Mr. H. Chen that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules on the Stock Exchange and there is no other matter that needs to be brought to the attention of the Shareholders.

Mr. Xu Ming (“Mr. Xu Ming”)

Mr. Xu, aged 45, obtained a master's degree in Economics and Management from Wuhan University, China. Mr. Xu is currently a director of Shenzhen Senhe Holdings Limited (深圳市森和控股集團有限公司), the scope of business of which include asset management, stock investment, management consultancy and the provision of guarantee.

The term of service between Mr. Xu and the Company is 3 years. Mr. Xu is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Company's Articles of Association. As determined by the Remuneration Committee and the Board, the remuneration of Mr. Xu is HK\$30,000 per month.

Mr. Xu does not hold any other positions in the Company or any of its subsidiaries as at the date hereof, nor did he hold any directorship in other public listed companies in the last three years. Mr. Xu does not have any relationships with any other directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the date hereof, Mr. Xu does not have any interest in the shares of the Company (within the meaning of Part XV of the Securities and Futures Ordinance).

Save as disclosed above, there is no other information relating to Mr. Xu that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

Mr. Guo Jun Hao (“Mr. Guo”)

Mr. Guo, aged 35, obtained a bachelor’s degree in arts from the University of Wolverhampton in 2004, a master’s degree in social sciences from The University of Leicester in 2006 and a master’s degree in science from the University of Warwick in 2007. Before joining the Company, Mr. Guo has over 6 years of experience working in financial institutions in China and has occupied management position responsible for customer services, staff training, sales and marketing.

Mr. Guo is appointed as the general manager of the Company’s subsidiary, TC Hong Kong Electric Company Limited and be responsible for overseeing its sales and marketing operations. The term of service between Mr. Guo and the Company is one year. Mr. Guo will hold office until the next general meeting and shall be eligible for re-election pursuant to the Company’s Articles of Association. Thereafter he will be subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Company’s Articles of Association. As determined by the Remuneration Committee and the Board, the remuneration of Mr. Guo is HK\$20,000 per month, together with discretionary bonuses based on performance.

Save as disclosed above, Mr. Guo does not hold any other positions in the Company or any of its subsidiaries as at the date hereof, nor did he hold any directorship in other public listed companies in the last three years. Mr. Guo does not have any relationships with any other directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the date hereof, Mr. Guo does not have any interest in the shares of the Company (within the meaning of Part XV of the Securities and Futures Ordinance). Save as disclosed above, there is no other information relating to Mr. Guo that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules on the Stock Exchange and there is no other matter that needs to be brought to the attention of the Shareholders.

Independent Non-executive Directors**Mr. Wong Kwok On (“Mr. Wong”)**

Mr. Wong, aged 62, has previously worked in licensed corporations in Hong Kong engaging in securities, futures and corporate finance. Mr. Wong is currently the Chairman of the Hong Kong Securities & Futures Professionals Association.

The term of service between Mr. Wong and the Company is 3 years. Mr. Wong is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Company’s Articles of Association. As determined by the Remuneration Committee and the Board, the director’s fee of Mr. Wong is HK\$10,000 per month.

Mr. Wong does not hold any other positions in the Company or any of its subsidiaries as at the date hereof, nor did he hold any directorship in other public listed companies in the last three years. Mr. Wong does not have any relationships with any other directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the date hereof, Mr. Wong does not have any interest in the shares of the Company (within the meaning of Part XV of the Securities and Futures Ordinance).

Save as disclosed above, there is no other information relating to Mr. Wong that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

Mr. Bonathan Wai Ka Cheung (“Mr. Cheung”)

Mr. Cheung, aged 25, graduated from University of Waterloo, Canada with a Bachelor of Arts in Economics. Mr. Cheung has experience in working in a securities brokerage company in Canada.

The term of appointment between Mr. Cheung and the Company is 3 years. Mr. Cheung is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Company’s Articles of Association. As determined by the Remuneration Committee and the Board, the director’s fee of Mr. Cheung is HK\$20,000 per month.

Mr. Cheung does not hold any other positions in the Company or any of its subsidiaries as at the date hereof, nor did he hold any directorship in other public listed companies in the last three years. Mr. Cheung does not have any relationships with any other directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the date hereof, Mr. Cheung does not have any interest in the shares of the Company (within the meaning of Part XV of the Securities and Futures Ordinance).

Save as disclosed above, there is no other information relating to Mr. Cheung that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

Ms. Chen Lei (“Ms. Chen”)

Ms. Chen, aged 27, graduated from Guangzhou College of South China University of Technology, China with a Bachelor of Business Administration. Ms. Chen has previous experience in human resources and business administration.

The term of appointment between Ms. Chen and the Company is 3 years. Ms. Chen is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Company’s Articles of Association. As determined by the Remuneration Committee and the Board, the director’s fee of Ms. Chen is HK\$20,000 per month.

Ms. Chen does not hold any other positions in the Company or any of its subsidiaries as at the date hereof, nor did she hold any directorship in other public listed companies in the last three years. Ms. Chen does not have any relationships with any other directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the date hereof, Ms. Chen does not have any interest in the shares of the Company (within the meaning of Part XV of the Securities and Futures Ordinance).

Save as disclosed above, there is no other information relating to Ms. Chen that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

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 Unit 1101A1, 11/F, East Ocean Centre, 98 Granville Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 2 June 2017 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 2016.
2. (A) To re-elect Mr. Chen Yongsen as an executive director;
(B) To re-elect Mr. Chen Hua as an executive director;
(C) To re-elect Mr. Xu Ming as an executive director;
(D) To re-elect Mr. Guo Jun Hao as an executive director;
(E) To re-elect Mr. Wong Kwok on as an independent non-executive director;
(F) To re-elect Mr. Bonathan Wai Ka Cheung as an independent non-executive director;
(G) To re-elect Ms. Chen Lei on as an independent non-executive director; and
(H) To authorise the board of Directors to fix their respective remuneration.
3. To approve the re-appointment of HLB Hodgson Impey Cheng Limited as auditors of the Company and to authorize the board of directors to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

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;
- (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 unless this authority is renewed either conditionally or unconditionally at such meeting; and
- (ii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“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

NOTICE OF ANNUAL GENERAL MEETING

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;

(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 unless this authority is renewed either conditionally or unconditionally at such meeting; and

(ii) 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
TC Orient Lighting Holdings Limited
Chen Yongsan
Chairman

Hong Kong, 28 April 2017

NOTICE OF ANNUAL GENERAL MEETING

Principal place of business in Hong Kong:
Unit 1101A1, 11/F, East Ocean Centre
98 Granville Road
Tsim Sha Tsui,
Kowloon
Hong Kong

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

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.
5. As at the date hereof, the executive Directors are Mr. Chen Yongsan (Chairman), Mr. Wang Shi Jin (Chief Executive Officer), Mr. Chen Hua, Mr. Xu Ming and Mr. Guo Jun Hao; and the independent non-executive Directors are Mr. Anson Poon Wai Kong, Mr. Li Hongxiang, Mr. Wong Kwok On, Mr. Bonathan Wai Ka Cheung and Ms. Chen Lei.