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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](http://www.tatchun.com)

**(Stock Code: 515)**

### **RESIGNATION OF EXECUTIVE DIRECTOR AND CHAIRMAN, CHANGE OF COMPOSITION OF COMMITTEES AND RETIREMENT OF DIRECTOR AT THE CONCLUSION OF THE AGM**

On 20 April 2018, the Board accepted and approved (i) the resignation of Mr. Chen Yongsen as an executive Director and the Chairman of the Company with immediate effect; and (ii) the notice of retirement from Mr. Anson Poon Wai Kong regarding his intention to retire as an independent non-executive Director of the Company to take effect at the conclusion of the AGM (currently expected to be held on 6 June 2018).

#### **RESIGNATION OF CHAIRMAN**

The board (the “**Board**”) of directors (the “**Directors**”) of TC Orient Lighting Holding Limited (the “**Company**”) announces that the Board received the resignation letter of Mr. Chen Yongsen (“**Mr. Chen**”) and on 20 April 2018, the Board accepted and approved Mr. Chen’s resignation as an executive Director and the Chairman of the Company with immediate effect.

Simultaneously with Mr. Chen’s resignation as an executive Director and the Chairman of the Company, he will also cease to be the chairman of the nomination committee of the Company.

Mr. Chen confirmed to the Company that his resignation was due to his intention to concentrate on his own business engagement. Mr. Chen confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the Shareholders of the Company or the Stock Exchange.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Chen for his valuable contributions to the Company during their tenure of service.

### **EXPECTED DATE OF AGM**

The Board wishes to announce that the annual general meeting of the Company is expected to be convened to be held on 6 June 2018 (the “**AGM**”). The notice of the AGM (the “**AGM Notice**”), the circular containing details of the resolutions to be proposed at the AGM (the “**AGM Circular**”) and the form of proxy for use at the AGM will be dispatched to shareholders of the Company (“**Shareholders**”) and published on the web site of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) as soon as possible.

### **RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board announces that the Board received the notice of retirement from Mr. Anson Poon Wai Kong (“**Mr. Poon**”) notifying the Board that he intended to retire as an independent non-executive Director at the forthcoming AGM and decided not to offer himself for re-election. On 20 April 2018, the Board accepted and approved Mr. Poon’s retirement to take effect at the conclusion of the AGM (currently expected to be held on 6 June 2018).

Simultaneously with Mr. Poon’s retirement as independent non-executive director of the Company, he will also cease to be the chairman of the audit committee and the remuneration committee and a member of the nomination committee and the compliance committee of the Company at the conclusion of the AGM.

Mr. Poon confirmed to the Company that his retirement was due to his intention to concentrate on his own business engagement. Mr. Poon confirmed that he has no disagreement with the Board and there is no matter relating to his retirement that needs to be brought to the attention of the Shareholders of the Company or the Stock Exchange.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Poon for his valuable contributions to the Company during their tenure of service.

## COMPLIANCE WITH RULES 3.10(2) AND 3.21 OF THE LISTING RULES

Under Rule 3.10(2) of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”), at least one of the independent non-executive directors must have appropriate professional qualifications or accounting or related financial management expertise. Under Rule 3.21 of the Listing Rules, the audit committee must comprise a minimum of three members, at least one of whom is an independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.10(2).

Mr. Poon is the only independent non-executive Director who has appropriate professional qualifications or accounting or related financial management expertise. Due to Mr. Poon’s retirement, the Company may fail to meet the requirements under Rules 3.10(2) and 3.21 of the Listing Rules. The Company will identify suitable candidate to fill the vacancy in the Board within three months after failing to meet such requirements. Further announcement will be made in relation to the appointment when it materializes.

By Order of the Board  
**TC Orient Lighting Holdings Limited**  
**Zeng Yongguang**  
*Executive Director*

Hong Kong, 20 April 2018

*As at the date hereof, the Board comprises, Mr. Wang Shi Jin (Chief Executive Officer), Mr. Chen Hua, Mr. Xu Ming, Mr. Guo Jun Hao and Mr. Zeng Yongguang as executive Directors; and Mr. Anson Poon Wai Kong, Mr. Li Hongxiang, Mr. Wong Kwok On and Mr. Bonathan Wai Ka Cheung as independent non-executive Directors.*