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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)

**CHANGES OF CHAIRMAN, DIRECTORS,
CHIEF EXECUTIVE OFFICER, CHIEF OPERATING OFFICER,
COMPANY SECRETARY AND
AUTHORISED REPRESENTATIVE
AND
CHANGE IN THE COMPOSITION OF BOARD COMMITTEES**

The board of directors (“Board”) of TC Orient Lighting Holdings Limited (the “Company”) announces that:

- (1) Mr. Kwok Tung Fai has resigned as an executive director, the company secretary, authorised representative and chief operating officer of the Company, with effect from 1 September 2014;
- (2) Mr. Yeung Hoi Shan has resigned as chairman of the Board with effect from 1 September 2014, while Mr. Yeung will remain as an executive director and a member of each of the Nomination Committee and Remuneration Committee of the Company;
- (3) Both Madam Li Jinxia and Mr. Yeung Tai Hoi have resigned as non-executive directors of the Company with effect from 1 September 2014;
- (4) Mr. Chen Jing has been appointed as an executive director and the chairman of the Board with effect from 1 September 2014;
- (5) Mr. Li Jianchao has been appointed as an executive director and the chief executive officer of the Company with effect from 1 September 2014;
- (6) Mr. Leung Wah has been appointed as an independent non-executive director, and a member of each of the Audit Committee, Nomination Committee and Remuneration Committee of the Company with effect from 1 September 2014; and
- (7) Ms. Chan Yim Kum has been appointed as the company secretary and the authorised representative of the Company with effect from 1 September 2014.

RESIGNATION OF CHAIRMAN, EXECUTIVE DIRECTOR, NON-EXECUTIVE DIRECTORS, CHIEF OPERATING OFFICER, COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE

The Board announces that Mr. Kwok Tung Fai (“**Mr. Kwok**”) has tendered his resignation as an executive director, the chief operating officer, the company secretary and an authorised representative of the Company with effect from 1 September 2014, in order to focus on his other career.

The Board also announces that Mr. Yeung Hoi Shan (“**Mr. H.S. Yeung**”) has tendered his resignation as the chairman of the Board (the “**Chairman**”) with effect from 1 September 2014, due to his other career development which require more of his time and attention, while Mr. H.S. Yeung will remain as an executive director and a member of each of the Nomination Committee and Remuneration Committee of the Company.

Furthermore, each of Madam Li Jinxia (“**Madam Li**”) and Mr. Yeung Tai Hoi (“**Mr. T.H. Yeung**”) has tendered their respective resignations as non-executive directors of the Company both with effect from 1 September 2014. Madam Li has resigned from her position in order to pursue her other business developments and Mr. T.H. Yeung has resigned from his position due to his pursuit of other business commitments.

Each of Mr. Kwok, Mr. H.S. Yeung, Madam Li and Mr. T.H. Yeung has confirmed that there is no disagreement between each of them and the Board and save as disclosed in this announcement, there are no matters relating to each of their resignations that need to be brought to the attention of the shareholders of the Company.

The Board would like to express its gratitude to Mr. Kwok, Mr. H.S. Yeung, Madam Li and Mr. T.H. Yeung for their valuable contributions to the Company during the tenure of their service rendered in their respective roles of the Company.

APPOINTMENT OF CHAIRMAN, EXECUTIVE DIRECTORS, CHIEF EXECUTIVE OFFICER AND INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that with effect from 1 September 2014, (a) Mr. Chen Jing (“**Mr. Chen**”) has been appointed as an executive director and the chairman of the Board; (b) Mr. Li Jianchao (“**Mr. Li**”) has been appointed as an executive director and the chief executive officer of the Company; and (c) Mr. Leung Wah (“**Mr. Leung**”) has been appointed as an independent non-executive director of the Company and a member of each of the Audit Committee, Nomination Committee and Remuneration Committee of the Company.

Mr. Chen, aged 52, graduated with a bachelor’s degree majoring in economics from The Open University of China (previously known as China Central Radio and TV University) (中央廣播電視大學) in 1986. Mr. Chen has more than ten years of experience in banking business with the People’s Bank of China. From 1993 to 2006, Mr. Chen was the chief executive officer of Zhuhai Jinshan Group Limited* (珠海金山集團有限公司). From 2007 to 2013, Mr. Chen was the chief executive officer of Jinlaihun Group Company Limited of Shenzhen City* (深圳市金來順集團有限公司) and Shenzhen Financial Alliance Financing Guarantee Company Limited* (深圳市金融聯融資擔保有限公司). Since 2012, Mr. Chen has been the President of Shenzhen Optoelectronics Industry Holdings Group Company Limited* (深圳光電產業控股集團有限公司), the chairman of Shenzhen Semiconductor Lighting Industry Development Association* (深圳市半導體照明產業發展促進會) and the Guangdong Province Director* (廣東省主任) of China Low-carbon Industry Investment Center* (中國低碳產業投資中心). As at date of this announcement, Mr. Chen is a director and legal representative of 達進東方 (江蘇) 光電有限公司, a PRC company which is an insignificant subsidiary of the Company.

Mr. Chen has entered into a service contract with the Company with an initial term of two years commencing from 1 September 2014, and which will (unless both parties agreed not to renew) be automatically renewed for another one year at the expiry of the initial term. Mr. Chen is also entitled to a monthly director's fee of HK\$250,000 and a year-end bonus in the sum equivalent to the monthly director's fee, which is determined by the Board after considering the recommendation of the Remuneration Committee of the Company, which was made taking into account of Mr. Chen's skill, knowledge and experience. Mr. Chen is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the articles of association of the Company.

Mr. Li, aged 51, graduated from Guangdong University of Finance (formerly Guangdong Banking School). He was an executive director and the chairman of the board of directors of Seamless Green China (Holdings) Limited, a company listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited ("GEM") (stock code: 8150), from April 2013 to June 2014. He has more than 30 years of experience in the finance industry, particularly in business operation and architecture. He has also engaged in credit related work with the Industrial and Commercial Bank of China. Mr. Li has been a deputy managing director of a financial guarantee limited company in Shenzhen since 2011.

Mr. Li has entered into a service contract with the Company with an initial term of two year commencing from 1 September 2014, and which will (unless both parties agreed not to renew) be automatically renewed for another one year at the expiry of the initial term. Mr. Li is also entitled to a monthly director's fee of HK\$200,000 and a year-end bonus in the sum equivalent to the monthly director's fee, which is determined by the Board considering the recommendation of the Remuneration Committee of the Company, which was made taking into account of Mr. Li's skill, knowledge and experience. Mr. Li is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the articles of association of the Company.

Mr. Leung Wah, aged 49, is a practising member of the Hong Kong Institute of Certified Public Accountants, a member of the Institute of Chartered Accountants in England and Wales and a fellow member of the Association of Chartered Certified Accountants. He holds a bachelor's degree in science from the University of Hong Kong. Mr. Leung has extensive experience in finance and accounting including working in international accounting firms. He acted as an independent non-executive director of Seamless Green China (Holdings) Limited on 6 May 2013 and retired as an executive director on 28 May 2014. He is currently an independent non-executive director of Global Energy Resources International Group Limited, a company which is listed on GEM (stock code: 8192).

Mr. Leung has entered into a service contract with the Company with an initial term of two years commencing from 1 September 2014, and which will (unless both parties agreed not to renew) be automatically renewed for another one year at the expiry of the initial term. Mr. Leung is also entitled to a monthly director's fee of HK\$12,000, which is determined by the Board considering the recommendation of the Remuneration Committee of the Company, which was made taking into account of Mr. Leung's skill, knowledge and experience. Mr. Leung is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the articles of association of the Company.

Save as aforementioned, Mr. Chen, Mr. Li and Mr. Leung do not hold any other positions in the Company or any of its subsidiaries as at the date hereof, nor did they hold any directorship in other public listed companies in the last three years. They do not have any relationships with any other directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the date hereof, both Mr. Li and Mr. Leung do not have any interest in the shares of the Company (within the meaning of Part XV of the Securities and Futures Ordinance). As disclosed in the announcement of the Company dated 23 July 2014, Mr. Chen has agreed to acquire and therefore has an interest in 128,262,303 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. Chen, Mr. Li or Mr. Leung that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and there is no other matter that needs to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited in relation to the appointment of each of Mr. Chen, Mr. Li or Mr. Leung.

APPOINTMENT OF COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE

The Board is also pleased to announce that Ms. Chan Yim Kum (“**Ms. Chan**”) has been appointed as the company secretary and the authorised representative of the Company with effect from 1 September 2014. Ms. Chan holds a Bachelor’s Degree with honours in Business Administration from the University of Huddersfield, United Kingdom and a Master’s Degree in Professional Accountancy from the Hong Kong Polytechnic University. Ms. Chan is a member of The Taxation Institute of Hong Kong, The Institute of Chartered Secretaries and Administration of the United Kingdom and The Hong Kong Institute of Company Secretaries. Ms. Chan has over 22 years of experience in corporate management and finance in companies listed on the Main Board of the Stock Exchange and the GEM in Hong Kong.

The Board would like to welcome Mr. Chen, Mr. Li and Mr. Leung for joining the Board and Ms. Chan as the company secretary and the authorised representative.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board also announces that Mr. Leung Wah has been appointed as a member of the Audit Committee, Nomination Committee and Remuneration Committee with effect from 1 September 2014.

After such change, the composition of each of Audit Committee, Nomination Committee and Remuneration Committee is as follows:

Audit Committee

Mr. Wong Siu Fai, Albert (*Committee Chairman*)

Mr. Sung Lee Ming Alfred

Mr. Fong Ping

Mr. Leung Wah

Nomination Committee

Mr. Fong Ping (*Committee Chairman*)

Mr. Wong Siu Fai, Albert

Mr. Sung Lee Ming Alfred

Mr. Yeung Hoi Shan

Mr. Leung Wah

Remuneration Committee

Mr. Sung Lee Ming Alfred (*Committee Chairman*)

Mr. Wong Siu Fai, Albert

Mr. Fong Ping

Mr. Yeung Hoi Shan

Mr. Leung Wah

By order of the Board
TC Orient Lighting Holdings Limited
CHEN Jing
Chairman

Hong Kong, 1 September 2014

As at the date of this announcement, the executive directors of the Company are Mr. Chen Jing, Mr. Yeung Hoi Shan, Mr. Li Jianchao and Mr. Zhu Jianqin, and the independent non-executive directors are Mr. Wong Siu Fai, Albert, Mr. Sung Lee Ming Alfred, Mr. Fong Ping and Mr. Leung Wah.

** For identification purpose only.*