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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)

ANNOUNCEMENT

APPOINTMENT OF DIRECTORS, RESIGNATION OF DIRECTORS, APPOINTMENT OF DEPUTY CHAIRMAN, APPOINTMENT OF DEPUTY CHIEF EXECUTIVE OFFICER, CHANGES IN THE COMPOSITION OF AUDIT COMMITTEE, NOMINATION COMMITTEE, REMUNERATION COMMITTEE AND INVESTIGATION COMMITTEE AND CHANGE OF COMPANY SECRETARY

APPOINTMENT OF DIRECTORS

The board (the “**Board**”) of directors (the “**Directors**”) of TC Orient Lighting Holdings Limited (the “**Company**”) is pleased to announce that on 1 June 2015:

- (1) Mr. Charles Liu Kam Man was appointed as an executive director of the Company with immediate effect;
- (2) Mr. Anson Poon Wai Kong was appointed as an independent non-executive director of the Company with immediate effect;
- (3) Dr. Tsang Cheung Fat was appointed as an independent non-executive director of the Company with immediate effect;

- (4) Ms. Han Peng was appointed as an independent non-executive director of the Company with immediate effect; and
- (5) Mr. Poon Chi-Choy, Sonny was appointed as an independent non-executive director of the Company with immediate effect.

Mr. Charles Liu Kam Man (廖錦文) (“**Mr. Liu**”), aged 64, has over 30 years of experience in the banking industry. Mr. Liu is an executive director of a reputable financial services company. Mr. Liu was the director and head of regional loans and agency for the Asia Pacific Region of an international bank between 2003 and 2008.

As at the date of this announcement, there is no service contract entered into between Mr. Liu and the Company in relation to his appointment. The emolument in connection with Mr. Liu will be determined by the remuneration committee of the Company by reference to his duties and responsibilities with the Company. After such emolument package is agreed, the Company will enter into appointment letter with Mr. Liu. Mr. Liu currently has no fixed terms of service with the Company and he is subject to retirement by rotation and re-election at the next following general meeting of the Company in accordance with the Articles of Association of the Company.

Save as aforementioned, Mr. Liu 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. Liu 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. Liu 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. Liu 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 of the Company and the Stock Exchange in relation to the appointment of Mr. Liu.

Mr. Anson Poon Wai Kong (潘偉剛) (“**Mr. Anson Poon**”), aged 43, received his Bachelor of Economics in University of London in United Kingdom, followed by Master of Practicing Accounting in Monash University in Australia, Master of Business Administration and Master of Professional Accounting and Corporate Governance both in City University of Hong Kong. Mr. Anson Poon is a qualified member of Hong Kong Institute of Company Secretary, a qualified member of Hong Kong Institute of Certified Public Accountants and a Certified Practicing Accountant (Australia).

As at the date of this announcement, there is no appointment letter entered into between Mr. Anson Poon and the Company in relation to his appointment. The emolument in connection with Mr. Anson Poon will be determined by the remuneration committee of the Company by reference to his duties and responsibilities with the Company. After such emolument package is

agreed, the Company will enter into appointment letter with Mr. Anson Poon. Mr. Anson Poon currently has no fixed terms of service with the Company and he is subject to retirement by rotation and re-election at the next following general meeting of the Company in accordance with the Articles of Association of the Company.

Mr. Anson Poon is the Executive Director, Chief Financial Officer and Company Secretary of PetroAsian Energy Holdings Limited, a company incorporated in the Cayman Islands with limited liability and whose shares are listed on the Main Board of the Stock Exchange with stock code 850.

Save as aforementioned, Mr. Anson Poon does not hold any other positions in the Company or any of its subsidiaries as at the date hereof, nor did he hold any other directorship in other public listed companies in the last three years. Mr. Anson Poon 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. Anson Poon 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. Anson Poon 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 of the Company and the Stock Exchange in relation to the appointment of Mr. Anson Poon.

Dr. Tsang Cheung Fat (曾祥發) (“**Dr. Tsang**”), aged 50, received his Bachelor of Electrical Engineering in Manhattan College in New York, United States of America, followed by Master of Science in Applied Physics and Doctor of Philosophy in Electrical Engineering both from Columbia University, New York, United States of America. Dr. Tsang obtained Master of Business Administration from the City University of Hong Kong. Dr. Tsang has over 10 years of experience in the fund industry.

As at the date of this announcement, there is no appointment letter entered into between Dr. Tsang and the Company in relation to his appointment. The emolument in connection with Dr. Tsang will be determined by the remuneration committee of the Company by reference to his duties and responsibilities with the Company. After such emolument package is agreed, the Company will enter into appointment letter with Dr. Tsang. Dr. Tsang currently has no fixed terms of service with the Company and he is subject to retirement by rotation and re-election at the next following general meeting of the Company in accordance with the Articles of Association of the Company.

Save as aforementioned, Dr. Tsang 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. Dr. Tsang does not have any relationships with any other directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the date hereof, Dr. Tsang 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 Dr. Tsang 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 of the Company and the Stock Exchange in relation to the appointment of Dr. Tsang.

Ms. Han Peng (韓鵬) (“**Ms. Han**”), aged 46, obtained her Master of Business Administration from Hong Kong Baptist University. She is currently an executive director of an investment management company in the People’s Republic of China. She has over 20 years of experience in the investment management industry.

As at the date of this announcement, there is no appointment letter entered into between Ms. Han and the Company in relation to her appointment. The emolument in connection with Ms. Han will be determined by the remuneration committee of the Company by reference to her duties and responsibilities with the Company. After such emolument package is agreed, the Company will enter into appointment letter with Ms. Han. Ms. Han currently has no fixed terms of service with the Company and she is subject to retirement by rotation and re-election at the next following general meeting of the Company in accordance with the Articles of Association of the Company.

Save as aforementioned, Ms. Han 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. Han 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. Han 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. Han 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 of the Company and the Stock Exchange in relation to the appointment of Ms. Han.

Mr. Poon Chi-Choy, Sonny (潘志才) (“**Mr. Sonny Poon**”), aged 65, has over 35 years of experience in the accounting and banking industry. Mr. Sonny Poon acted as the Chief Auditor of an international bank from 1998 to 2004 and served the Financial Controller of the same international bank from 1993 to 1998.

As at the date of this announcement, there is no appointment letter entered into between Mr. Sonny Poon and the Company in relation to his appointment. The emolument in connection with Mr. Sonny Poon will be determined by the remuneration committee of the Company by reference to his duties and responsibilities with the Company. After such emolument package is agreed, the Company will enter into appointment letter with Mr. Sonny Poon. Mr. Sonny Poon

currently has no fixed terms of service with the Company and he is subject to retirement by rotation and re-election at the next following general meeting of the Company in accordance with the Articles of Association of the Company.

Save as aforementioned, Mr. Sonny Poon 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. Sonny Poon 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. Sonny Poon 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. Sonny Poon 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 of the Company and the Stock Exchange in relation to the appointment of Mr. Sonny Poon.

RESIGNATION OF DIRECTORS

The Board announces that on 5 June 2015:

- (1) Mr. Chen Jing resigned as an executive director and the Chairman of the Company with immediate effect;
- (2) Mr. Li Jianchao resigned as an executive director and the Chief Executive Officer of the Company with immediate effect;
- (3) Mr. Leung Wah resigned as an independent non-executive director of the Company with immediate effect;
- (4) Ms. Lai Sze Ngot resigned as an independent non-executive director of the Company with immediate effect;
- (5) Mr. Lo Chi Ko resigned as an independent non-executive director of the Company with immediate effect; and
- (6) Mr. Luk Chi Keung resigned as an independent non-executive director of the Company with immediate effect.

Mr. Chen Jing confirmed to the Company that his resignation was due to his intention to devote more time to his own business. Mr. Chen Jing confirmed that he has no disagreement with the Board, and that he is not aware of any matter relating to his resignation that need to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The other resigning directors, namely Mr. Li Jianchao, Mr. Leung Wah, Ms. Lai Sze Ngot, Mr. Lo Chi Ko and Mr. Luk Chi Keung, did not give any reason for their resignation. The Company has requested these resigning directors to provide confirmations that they have no disagreement with the Board, and that they are not aware of any matter relating to their resignation that need to be brought to the attention of the shareholders of the Company and the Stock Exchange, but these resigning directors refused to provide such confirmations. To the best of the Directors' knowledge and belief, the Board confirms that there are no circumstances in connection with these directors' resignation that need to be brought to the attention of the shareholders of the Company and the Stock Exchange.

APPOINTMENT OF DEPUTY CHAIRMAN

The Board is pleased to announce that on 5 June 2015, Mr. Wang Shi Jin, who is an executive director of the Company, was appointed as the Deputy Chairman of the Company with immediate effect.

Mr. Wang Shi Jin (王石金) (“**Mr. Wang**”), aged 61, is a founder of a reputable company in the People's Republic of China (the “PRC”) specializing in advanced technologies and engineering services. Mr. Wang obtained a master's degree from the Peking University in 1982 and in 1987 he furthered his studies in America as candidate for the Doctor of Philosophy.

Mr. Wang has extensive experiences in materials manufacturing, technical and engineering services. He also worked for several government authorities in the PRC in the past. As a leading expert in developing and improving titanium technologies, Mr. Wang has participated in many renowned projects in the titanium industry worldwide.

Mr. Wang was appointed as the Executive Director of the Company on 29 January 2015. Mr. Wang has entered into a service contract with the Company with a fixed term of one year commencing from 29 January 2015, and 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. Wang is currently entitled to a director's fee of HK\$180,000 per month, subject to review by the Remuneration Committee taking into account his duties and responsibilities upon his new appointment as Deputy Chairman.

Save as aforementioned, Mr. Wang 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. Wang does not have any relationships with any other directors, senior management, substantial shareholders or controlling shareholders of the Company. Based on the information provided by Mr. Wang, on 20 May 2015, he obtained a stop notice from the High Court of Hong Kong (HCSN 5 of 2015) to stop the transfer of 128,262,303 shares of and in the Company (the “Restrained Shares”), those Restrained Shares being registered in the name of Propitious Group Limited. Save as disclosed above, as at the date hereof, Mr. Wang 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. Wang 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 of the Company and the Stock Exchange in relation to the appointment of Mr. Wang.

APPOINTMENT OF DEPUTY CHIEF EXECUTIVE OFFICER

The Board is pleased to announce that on 5 June 2015, Mr. Zeng Xiang Di, who is an executive director of the Company, was appointed as Deputy Chief Executive Officer of the Company with immediate effect.

Mr. Zeng Xiang Di (曾祥地) (“**Mr. Zeng**”), aged 50, graduated from Hunan College of Arts and Science (湖南文理學院). Mr. Zeng worked for the government in the PRC for a decade before he acted as a vice president of a renowned energy and lighting technologies company in Shenzhen. As at the date of this announcement, he has been the chairman of the board of a reputable lighting energy company in the PRC. Mr. Zeng has profound experience in energy management collaborative (EMC) lighting and energy savings projects and LED lighting technology and application as well as large-scale production and development.

Mr. Zeng was appointed as the Executive Director of the Company on 29 January 2015. Mr. Zeng has entered into a service contract with the Company with a fixed term of one year commencing from 29 January 2015, and 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. Zeng is currently entitled to a director’s fee of HK\$180,000 per month, subject to review by the Remuneration Committee taking into account his duties and responsibilities upon his new appointment as Deputy Chief Executive Officer.

Save as aforementioned, Mr. Zeng 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. Zeng 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. Zeng is interested in 14,996,000 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. Zeng 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 of the Company and the Stock Exchange in relation to the appointment of Mr. Zeng.

CHANGES IN THE COMPOSITION OF AUDIT COMMITTEE, NOMINATION COMMITTEE, REMUNERATION COMMITTEE AND INVESTIGATION COMMITTEE

As a result of the appointment and resignation of independent non-executive directors, the Board wishes to announce that on 5 June 2015:

- (1) Mr. Anson Poon Wai Kong was appointed as the chairman of the audit committee, and a member of the nomination committee and the remuneration committee of the Company with immediate effect;
- (2) Dr. Tsang Cheung Fat was appointed as a member of the audit committee, the nomination committee and the remuneration committee of the Company with immediate effect;
- (3) Ms. Han Peng was appointed as a member of the audit committee and the remuneration committee, and the chairman of the nomination committee of the Company with immediate effect; and
- (4) Mr. Poon Chi-Choy, Sonny was appointed as a member of the audit committee and the nomination committee, and the chairman of the remuneration committee of the Company with immediate effect.

On 30 April 2015, the Company announced that the Board has established an investigation committee (the “**Investigation Committee**”) which consists of all the independent non-executive directors as members to investigate the Financing Transactions (as defined in that announcement) and to review the internal control system of the Group. Each of the four newly-appointed independent non-executive directors was also appointed as a member of the Investigation Committee and Mr. Poon Chi-Choy, Sonny was appointed as the chairman of the Investigation Committee.

CHANGE OF COMPANY SECRETARY

The Board announces that on 5 June 2015:

- (a) Ms. Chan Yim Kum resigned as the Company Secretary and all offices of the Company and its subsidiary with immediate effect; and
- (b) Mr. Chan Chun Kau was appointed as Company Secretary with immediate effect.

Mr. Chan Chun Kau, aged 41, graduated from Trinity College of Cambridge University of England with a bachelor degree in computer science and laws. Mr. Chan is a practicing solicitor in Hong Kong, a partner of Cheung and Choy and J.S. Gale & Co and the sole proprietor of Lawrence Chan & Co. Mr. Chan is experienced in corporate finance and

capital markets and has experience in providing legal advice to listed companies, funds and financial advisers.

Mr. Chan is the company secretary of China Energy Development Holdings Limited (whose shares are listed on the Main Board of the Stock Exchange with stock code 228). He is also an independent non-executive director of Universal Technologies Holdings Limited (whose shares are listed on the Main Board of the Stock Exchange with stock code 1026) and Jin Bao Bao Holdings Limited (whose shares are listed on the Main Board of the Stock Exchange with stock code 1239).

The Board would like to welcome Mr. Liu, Mr. Anson Poon, Dr. Tsang, Ms. Han and Mr. Sonny Poon for joining the Board.

By order of the Board
TC Orient Lighting Holdings Limited
Wang Shi Jin
Deputy Chairman & Executive Director

Hong Kong, 5 June 2015

As at the date hereof, the executive Directors are Mr. Wang Shi Jin (Deputy Chairman), Mr. Zeng Xiang Di (Deputy Chief Executive Officer), Mr. Zhu Jianqin, Mr. Chen Zheng Xue and Ms. Shi Qiu Yu and Mr. Charles Liu Kam Man; and the independent non-executive Directors are Mr. Anson Poon Wai Kong, Dr. Tsang Cheung Fat, Ms. Han Peng and Mr. Poon Chi-Choy, Sonny.