

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Tungda Innovative Lighting Holdings Limited (Provisional Liquidators Appointed), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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TUNGDA INNOVATIVE LIGHTING HOLDINGS LIMITED

(Provisional Liquidators Appointed)

東大新材料照明控股有限公司*

(已委任臨時清盤人)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8229)

APPOINTMENTS OF DIRECTORS AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the extraordinary general meeting of the shareholders of Tungda Innovative Lighting Holdings Limited (Provisional Liquidators Appointed) (the “**Company**”) to be held at St. James’ Settlement (Headquarter), AV Room, 9/F., No. 85 Stone Nullah Lane, Wan Chai, Hong Kong on 23 November 2012 at 3:00 p.m., is set out on pages 7 to 8 of this circular.

Whether or not you are able to attend the extraordinary general meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the principal place of business of the Company in Hong Kong at 35/F., One Pacific Place, 88 Queensway, Hong Kong as soon as possible, and in any event not less than 48 hours before the time appointed for the holding of the extraordinary general meeting or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the extraordinary general meeting or any adjourned meeting and in such event, the relevant form of proxy shall be deemed to be revoked.

* *for identification purpose only*

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Company”	Tungda Innovative Lighting Holdings Limited (Provisional Liquidators Appointed), a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the GEM of the Stock Exchange
“Directors”	directors of the Company
“EGM”	the extraordinary general meeting of the Company to be held on 23 November 2012 at 3:00 p.m. at St. James’ Settlement (Headquarter), AV Room, 9/F., No. 85 Stone Nullah Lane, Wan Chai, Hong Kong
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Provisional Liquidators”	Mr. Lai Kar Yan (Derek) and Mr. Darach E. Haughey, both of Deloitte Touche Tohmatsu, 35th Floor, One Pacific Place, 88 Queensway, Hong Kong
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder”	Holder(s) of the Shares
“Shares”	ordinary shares of nominal value of HK\$0.01 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE PROVISIONAL LIQUIDATORS



TUNGDA INNOVATIVE LIGHTING HOLDINGS LIMITED

(Provisional Liquidators Appointed)

東大新材料照明控股有限公司*

(已委任臨時清盤人)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8229)

Independent Non-Executive Directors:

Mr. Hong Yong Hwan

Mr. Zhu Lei Bo

Registered Office:

Century Yard

Cricket Square

Hutchins Drive

P.O. Box 2681GT

George Town

Grand Cayman

British West Indies

Principal Place of Business

in Hong Kong:

35/F., One Pacific Place

88 Queensway, Hong Kong

8 November 2012

Dear Sir or Madam,

**APPOINTMENTS OF DIRECTORS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the EGM relating to the appointments of Directors.

APPOINTMENTS OF DIRECTORS

The Company proposes to appoint Ms. Ang Mei Lee, Mary, as an executive Director of the Company and Mr. Chung Wai Man as a non-executive Director of the Company.

* for identification purpose only

LETTER FROM THE PROVISIONAL LIQUIDATORS

The appointments of the new executive Director and non-executive Director will be voted on by Shareholders at the EGM. The Company will issue an announcement as required under Rule 17.50 of the GEM Listing Rules as soon as practicable when the proposed appointments of the new Directors are approved at the EGM.

The biographical details and interests in Shares of the candidates proposed to be appointed as Directors are set out in the Appendix I to this circular.

EGM

Pursuant to an Order of the High Court of Hong Kong made by the Honourable Mr. Justice Harris on 10 September 2012, the Provisional Liquidators are entitled to exercise various powers, including power to convene and hold meetings of the members or creditors of the Company, for any purpose the Provisional Liquidators think fit. Accordingly, the Provisional Liquidators have exercised such power to convene the EGM for purposes of considering and if thought fit, passing the ordinary resolutions in relation to the appointment of Directors.

Notice of the EGM to be held at St. James' Settlement (Headquarter), AV Room, 9/F., No. 85 Stone Nullah Lane, Wan Chai, Hong Kong on 23 November 2012 at 3:00 p.m., is set out on pages 7 to 8 of this circular. Ordinary resolutions in respect of the appointment of Directors as referred to above will be proposed at the EGM.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the principal place of business of the Company in Hong Kong, at 35/F, One Pacific Place, 88 Queensway, Hong Kong as soon as possible, and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the EGM or any adjourned meeting and in such event, the relevant form of proxy shall be deemed to be revoked.

POLL PROCEDURE

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. The chairman of the EGM shall therefore demand that voting on all resolutions set out in the notice of the EGM be taken by way of poll pursuant to Article 48 of the Articles of Association.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorised representative shall have one vote for each share registered in his/her name in the register. A Shareholder entitled to more than one vote needs not use all his votes or cast all the votes he uses in the same way.

LETTER FROM THE PROVISIONAL LIQUIDATORS

RECOMMENDATION

The Provisional Liquidators consider that the proposed ordinary resolutions for the appointment of Directors are in the best interests of the Company and the Shareholders taken as a whole, and accordingly, recommend all Shareholders to vote in favour of all the resolutions to be proposed at the EGM.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendix I to this circular. The English text of this circular shall prevail over the Chinese text.

Yours faithfully,
For and on behalf of
Tungda Innovative Lighting Holdings Limited
(Provisional Liquidators appointed)
Lai Kar Yan (Derek)
Darach E. Haughey
Joint and Several Provisional Liquidators
acting as agents for and on behalf
of the Company without personal liability

The biographical details of the Directors proposed to be elected at the EGM are set out as follows:

Ms. Ang Mei Lee, Mary (“Ms. ANG”), aged 48, attended the diploma in accountancy evening course organized by City Polytechnic of Hong Kong (now known as City University of Hong Kong) and graduated from City Polytechnic of Hong Kong (now known as City University of Hong Kong) with a diploma in accountancy in 1991. She has over 29 years of experience in audit, company secretary and corporate finance.

Ms. ANG was an executive director of Zhidao International (Holdings) Ltd (stock code: 1220) (formerly known as Ocean Grand Holdings Limited) for the period from 1 September 2008 to 11 January 2012. Ms. ANG was also an executive director of Hong Kong Resources Holdings Company Limited (stock code: 2882) (formerly known as Ocean Grand Chemicals Holdings Limited) for the period from 14 August 2008 to 6 October 2008.

Mr. CHUNG Wai Man (“Mr. CHUNG”), aged 54, holds a diploma in business management and a certificate of Bank of China Banking course. He started working in the Kwangtung Provincial Bank in 1976, and his last position before leaving the bank in 1996 was a manager in charge of the Tai Po sub-branch. After leaving The Kwangtung Provincial Bank, Mr. CHUNG established “Raymond Chung Company”, a finance and business consulting firm for corporations in Hong Kong and China. In 2004, he set up another consulting firm, Excel Linker Capital (Asia) Limited, which focused on providing financial services to corporations in China. Both Raymond Chung Company and Excel Linker Capital (Asia) Limited have been dissolved.

Mr. CHUNG is an independent non-executive director of FU JI Food and Catering Services Holdings Limited (Provisional Liquidators Appointed) (stock code: 1175) and U-Right International Holdings Limited (Provisional Liquidators Appointed) (stock code: 627). He was an independent non-executive director of United Gene High-Tech Group Limited (stock code: 0399) (formerly known as Far East Pharmaceutical Technology Company Limited) from 23 March 2007 to 13 May 2009.

Save as disclosed above, each of Ms. ANG and Mr. CHUNG:

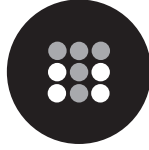
- (a) does not have any other interest in any shares or any underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance;
- (b) does not have any relationship with any director, senior management, substantial shareholders or controlling shareholders of the Company; and
- (c) does not hold any directorships in other listed companies in the past three years.

There are no service contracts entered into between each of Ms. ANG and Mr. CHUNG and the Company in relation to their appointments as the executive Director and non-executive Director of the Company respectively. The emolument of Ms. ANG and Mr. CHUNG will be determined with reference to their level of responsibilities, the remuneration policy of the

Company and the prevailing market conditions. Both Ms. ANG and Mr. CHUNG have no fixed term of service with the Company and they will hold office only until the next or subsequent annual general meeting of the Company.

Save as disclosed above, there is no information to be disclosed pursuant to the requirements of Rule 17.50(2) (h) to (v) of the GEM Listing Rules nor are there any other matters that need to be brought to the attention of the shareholders of the Company in connection with the above proposed appointments.

NOTICE OF EXTRAORDINARY GENERAL MEETING



TUNGDA INNOVATIVE LIGHTING HOLDINGS LIMITED

(Provisional Liquidators Appointed)

東大新材料照明控股有限公司*

(已委任臨時清盤人)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8229)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the “EGM”) of the shareholders of Tungda Innovative Lighting Holdings Limited (Provisional Liquidators Appointed) (the “**Company**”) will be held at St. James’ Settlement (Headquarter), AV Room, 9/F., No. 85 Stone Nullah Lane, Wan Chai, Hong Kong on 23 November 2012 at 3:00 p.m., for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and approve the appointment of Ms. Ang Mei Lee, Mary as an executive director of the Company with immediate effect at a fee to be fixed by the Board of Directors of the Company and approved by the Provisional Liquidators; and
2. To consider and approve the appointment of Mr. Chung Wai Man as a non-executive director of the Company with immediate effect at a fee to be fixed by the Board of Directors of the Company and approved by the Provisional Liquidators.

Yours faithfully,

For and on behalf of

Tungda Innovative Lighting Holdings Limited

(Provisional Liquidators appointed)

Lai Kar Yan (Derek)

Darach E. Haughey

*Joint and Several Provisional Liquidators
acting as agents for and on behalf
of the Company without personal liability*

Hong Kong, 8 November 2012

* for identification purpose only

NOTICE OF EXTRAORDINARY GENERAL MEETING

Registered Office:

Century Yard
Cricket Square
Hutchins Drive
P.O. Box 2681GT
George Town
Grand Cayman
British West Indies

Principal Place of Business in Hong Kong:

35/F., One Pacific Place
88 Queensway, Hong Kong

Notes:

- (1) Any member of the Company entitled to attend and vote at the EGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member of the Company who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the EGM. A proxy need not be a member of the Company.
- (2) To be valid, the form of proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the principal place of business of the Company in Hong Kong, at 35/F., One Pacific Place, 88 Queensway, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the EGM or any adjourned meeting and in such event, the relevant form of proxy shall be deemed to be revoked.
- (3) Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. The chairman of the EGM shall therefore demand that voting on all resolutions set out in this notice of the EGM be taken by way of poll pursuant to Article 48 of the Articles of Association.
- (4) A form of proxy for use at the EGM is enclosed.
- (5) Where there are joint holders of any share any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders are present at such meeting the vote of the senior who tenders a vote, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.