

**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 (In Liquidation), 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**

**(In Liquidation)**

**東大新材料照明控股有限公司\***

**(清盤中)**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8229)**

### **APPOINTMENT OF LIQUIDATORS ETC. AND NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening the extraordinary general meeting of Tungda Innovative Lighting Holdings Limited (In Liquidation) (the “**Company**”) to be held at Room 607, The Boys’ and Girls’ Clubs Association of Hong Kong, 3 Lockhart Road, Wanchai, Hong Kong on Friday, 11th day of October 2013 at 10:30 a.m. is set out on pages 5 to 6 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 and/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 and/or any adjourned meeting and in such event, the relevant form of proxy shall be deemed to be revoked.

\* *For identification purposes only*

19th September, 2013

## 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 (In Liquidation), 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 11th October, 2013 at 10:30 a.m. at Room 607, The Boys’ and Girls’ Clubs Association of Hong Kong, 3 Lockhart Road, Wanchai, 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**

**(In Liquidation)**

**東大新材料照明控股有限公司\***

**(清盤中)**

*(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

19th September, 2013

*To the Shareholders,*

Dear Sir or Madam,

**APPOINTMENT OF LIQUIDATORS ETC.  
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 appointment of Liquidators, the appointment of a Committee of Inspection and the mode of winding up the Company.

\* *For identification purposes only*

## LETTER FROM THE PROVISIONAL LIQUIDATORS

### BACKGROUND

Messrs. Lai Kar Yan (Derek) and Darach E. Haughey, both of Deloitte Touche Tohmatsu were appointed Joint and Several Provisional Liquidators of the Company pursuant to the Order dated 10th September, 2012 made by Mr. Justice Harris of the High Court. An order for winding up the Company was subsequently made by Mr. Justice Harris of the High Court on 22nd July, 2013. Messrs. Lai Kar Yan (Derek) and Darach E. Haughey continued to act as Provisional Liquidators of the Company under Section 194(1)(aa) of the Companies Ordinance (CAP. 32).

### EGM

Pursuant to Section 194(1)(b) of the Companies Ordinance (CAP. 32), a provisional liquidator shall summon separate meetings of the creditors and contributories of a company for the purpose of determining whether or not an application is to be made to the court for appointing a liquidator. In addition, Rule 106 of the Companies (Winding-up) Rules (CAP. 32H) provides that, unless the court otherwise directs, the meetings of creditors and contributories under Section 194 of the Companies Ordinance shall be held within 3 months after the date of the winding-up order. Accordingly, the Provisional Liquidators have exercised their powers to convene the EGM for purposes of considering and if thought fit, passing the ordinary resolutions in relation to determining whether or not applications shall be made to the court for the following matters:

- (a) for the appointment of a liquidator(s) in place of the Provisional Liquidators;
- (b) for the appointment of a committee of inspection to act with the liquidator(s), and who are to be the members of the committee if appointed; and
- (c) for an order that the winding-up be conducted as if it were a creditors' voluntary winding-up under S. 209A of the Companies Ordinance (Cap. 32).

Notice of the EGM to be held at Room 607, The Boys' and Girls' Clubs Association of Hong Kong, 3 Lockhart Road, Wanchai, Hong Kong on Friday, 11th day of October 2013 at 10:30 a.m. is set out on pages 5 to 6 of this circular. Ordinary resolutions in respect of the matters 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 and/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 and/or any adjourned meeting and in such event, the relevant form of proxy shall be deemed to be revoked.

## LETTER FROM THE PROVISIONAL LIQUIDATORS

### 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 66 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.

### GENERAL INFORMATION

The English text of this circular shall prevail over the Chinese text.

Yours faithfully,  
For and on behalf of  
**Tungda Innovative Lighting Holdings Limited**  
**(In Liquidation)**  
**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*

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**IN THE HIGH COURT OF THE  
HONG KONG SPECIAL ADMINISTRATIVE REGION  
COURT OF FIRST INSTANCE  
COMPANIES WINDING-UP  
NO. 318 OF 2012**

**IN THE MATTER of the Companies Ordinance (Cap. 32)  
AND  
IN THE MATTER of Tungda Innovative Lighting Holdings Limited (In Liquidation)**

**東大新材料照明控股有限公司\***  
(清盤中)  
*(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 in the above matter will be held at Room 607, The Boys' and Girls' Clubs Association of Hong Kong, 3 Lockhart Road, Wanchai, Hong Kong on Friday, 11th day of October 2013 at 10:30 a.m..

Form of proxy for use at the aforesaid meeting is enclosed. If you wish to vote by proxy, you should fill out and return the form of proxy. Proxies to be used at the meeting must be lodged with the Joint and Several Provisional Liquidators at 35th Floor, One Pacific Place, 88 Queensway, Hong Kong not less than 48 hours before the time appointed for holding the EGM and/or any adjournment thereof. The proxy form can also be lodged by way of facsimile transmission on line (852) 2850 8362.

If you are going to appoint a proxy, you are strongly recommended to lodge the form with the Joint and Several Provisional Liquidators as soon as possible so that there will be time for correction if it is wrongly completed.

Yours faithfully,  
For and on behalf of  
**Tungda Innovative Lighting Holdings Limited  
(In Liquidation)**  
**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, 19th September, 2013  
(The statement of the Company's affairs has not been lodged)

\* *For identification purposes 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) At the extraordinary general meeting, the contributories may amongst other things:
  - (a) By resolution determine whether or not an application shall be made to the court to appoint a liquidator(s) in place of the Provisional Liquidators;
  - (b) By resolution determine whether or not an application shall be made to the court for the appointment of a committee of inspection to act with the liquidator(s), and who are to be the members of the committee if appointed; and
  - (c) By resolution determine whether or not an application shall be made to the court under S. 209A of the Companies Ordinance (Cap. 32) for an order that the winding-up be conducted as if it were a creditors' voluntary winding-up.
- (2) The meeting cannot act for the above purposes unless there are present or represented the required number of contributories. If you are unable to attend the meeting, you can appoint a proxy who may be the Provisional Liquidator or such other person as you may approve.
- (3) It is not compulsory for you to attend or to appoint a proxy.
- (4) 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.
- (5) 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 and/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 and/or any adjourned meeting and in such event, the relevant form of proxy shall be deemed to be revoked.
- (6) 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 66 of the Articles of Association.
- (7) 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.
- (8) A form of proxy for use at the EGM is enclosed.
- (9) Enquiry telephone no: (852) 2852 1646 (Mr. Gary Lau)/(852) 2852 1651 (Mr. Michael Wong).