
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action you should take, you should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional advisor.

If you have sold or transferred all your shares in China Silver Technology Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, the licensed securities dealer or registered institution or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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CHINA SILVER TECHNOLOGY HOLDINGS LIMITED 中華銀科技控股有限公司

(formerly known as 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)

(Stock Code: 515)

PROPOSED SHARE CONSOLIDATION; CHANGE OF BOARD LOT SIZE; AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the EGM to be held on Friday, 20 May 2022 at 11:00 a.m. (or immediately after the conclusion of the annual general meeting convened on the same day and at the same place) at Unit E, 30/F., Tower B, Billion Centre, 1 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong is set out on pages EGM-1 to EGM-5 of this circular. A form of proxy for use by the Shareholders at the EGM is enclosed with this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk.

Whether or not you intend to attend the EGM, you are advised to read the notice and complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the EGM or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or at any adjourned meeting thereof if you so wish and, in such event, the relevant form of proxy shall be deemed to be revoked.

Special arrangements relating to COVID-19:

In view of the novel Coronavirus (COVID-19) epidemic, precautionary measures will be taken at the EGM to reduce the health risk of the attendees, which may include compulsory temperature checks and compulsory wearing of surgical face masks at the venue. Any person who does not comply with the precautionary measures or is subject to health quarantine requirement may be denied entry into the EGM venue. In addition, seating will be arranged to better achieve social distancing and no refreshments or souvenirs will be provided inside the EGM venue. Shareholders should carefully consider the risks of attending the EGM, taking into consideration their own circumstances. The Company wishes to remind the Shareholders that attendance in person at the EGM is not necessary for the exercise of voting rights, as Shareholders may submit proxy forms and appoint the chairman of the EGM as their proxy to vote on the relevant resolution at the EGM. Subject to prior registration and completion of identity verification, Shareholders may view and listen to the meeting through a live Webcast. Shareholders are recommended to read the instructions contained in the notice of the EGM carefully. Depending on the development of situation, additional precautionary measures may be implemented as may be appropriate. Shareholders are reminded to read the announcements made by the Company nearer the time of the EGM.

27 April 2022

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DEFINITIONS

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

“Board”	the board of Directors
“Business Day”	a day (other than a Saturday, Sunday and any day on which a tropical cyclone warning no. 8 or above is hoisted or on which a “black” rainstorm warning is hoisted or “extreme conditions” caused by super typhoons as announced by the Government of Hong Kong in force in Hong Kong between 9:00 a.m. and 5:00 p.m.) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Change of Board Lot Size”	the proposed change of board lot size for trading on the Stock Exchange from 2,000 Existing Shares to 10,000 Consolidated Shares upon the Share Consolidation becoming effective
“Company”	China Silver Technology Holdings Limited (formerly known as TC Orient Lighting 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 515
“Consolidated Share(s)”	ordinary share(s) of HK\$0.50 each in the share capital of the Company after the Share Consolidation becoming effective
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company convened to be held for the Shareholders to consider and, if thought fit, approve, the Share Consolidation
“Existing Share(s)”	ordinary share(s) of HK\$0.10 each in the existing share capital of the Company prior to the Share Consolidation becoming effective
“HKSCC”	Hong Kong Securities Clearing Company Limited

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	20 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	the Existing Share(s) or the Consolidated Share(s), as the context may require
“Share Consolidation”	the proposed consolidation of every five (5) issued and unissued Existing Shares into one (1) Consolidated Share
“Shareholder(s)”	holder(s) of the Existing Share(s) and/or the Consolidated Share(s), as the case may be
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

EXPECTED TIMETABLE

The expected timetable for implementation of the Share Consolidation is set out below:

Event	Date and time
Latest time for lodging transfers of Shares for attending and voting at the EGM	4:00 p.m. on Monday, 16 May 2022
Closure of register of members (both days inclusive)	Tuesday, 17 May 2022 to Friday, 20 May 2022
Latest date and time for lodging forms of proxy for the EGM	11:00 a.m. on Wednesday, 18 May 2022
Date and time of the EGM	11:00 a.m. on Friday, 20 May 2022
Announcement of voting results of the EGM	Friday, 20 May 2022

The following events are conditional on the fulfilment of the conditions for the implementation of the Share Consolidation and the Change of Board Lot Size:

Expected effective date of the Share Consolidation	Tuesday, 24 May 2022
First day for free exchange of existing share certificates for new share certificates for the Consolidated Shares	Tuesday, 24 May 2022
Commencement of dealings in Consolidated Shares	9:00 a.m. on Tuesday, 24 May 2022
Original counter for trading in the Existing Shares in board lots of 2,000 Existing Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. on Tuesday, 24 May 2022
Temporary counter for trading in the Consolidated Shares in board lots of 400 Consolidated Shares (in the form of existing share certificates) opens	9:00 a.m. on Tuesday, 24 May 2022

EXPECTED TIMETABLE

Event	Date and time
Original counter for trading in the Consolidated Shares in board lots of 10,000 Consolidated Shares (in the form of new share certificates) re-opens	9:00 a.m. on Wednesday, 8 June 2022
Parallel trading in the Consolidated Shares (in the form of new share certificates and existing share certificates) commences	9:00 a.m. on Wednesday, 8 June 2022
Designated broker starts to stand in the market to provide matching services for odd lots of Consolidated Shares	9:00 a.m. on Wednesday, 8 June 2022
Designated broker ceases to stand in the market to provide matching services for odd lots of the Consolidated Shares	4:00 p.m. on Tuesday, 28 June 2022
Temporary counter for trading in the Consolidated Shares in board lots of 400 Consolidated Shares (in the form of existing share certificates) closes	4:10 p.m. on Tuesday, 28 June 2022
Parallel trading in the Consolidated Shares (in the form of new share certificates and existing share certificates) ends	4:10 p.m. on Tuesday, 28 June 2022
Last day for free exchange of existing share certificates for new share certificates	4:00 p.m. on Thursday, 30 June 2022

All times and dates specified in the timetable above refer to Hong Kong times and dates.

The timetable is indicative only and may be extended or varied. Any change to the expected timetable above will be announced by the Company as and when appropriate.

LETTER FROM THE BOARD



CHINA SILVER TECHNOLOGY HOLDINGS LIMITED
中華銀科技控股有限公司

(formerly known as 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)

(Stock Code: 515)

Executive Directors:

Mr. Kong Chan Fai (*Vice-Chairman*)
Mr. Xu Ming (*Chief Executive Officer*)
Mr. Zeng Yongguang
Mr. Guo Jun Hao
Mr. Mai Huazhi

Non-executive Directors:

Mr. Lai Yubin (*Chairman*)
Mr. Wei Xiaomin

Independent Non-executive Directors:

Mr. Wong Kwok On
Mr. Bonathan Wai Ka Cheung
Dr. Loke Yu (alias Loke Hoi Lam)
Ms. Qiu Yumei

Registered Office:

Cricket Square
Hutchins Drive
P. O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Principal place of business
in Hong Kong:*

Unit E, 30/F.
Tower B, Billion Centre
1 Wang Kwong Road
Kowloon Bay, Kowloon
Hong Kong

27 April 2022

To the Shareholders

Dear Sir or Madam,

**PROPOSED SHARE CONSOLIDATION;
CHANGE OF BOARD LOT SIZE;
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcements of the Company dated 18 February 2022 and 24 February 2022 in relation to the Share Consolidation and Change of Board Lot Size.

The purpose of this circular is to provide you with details of the Share Consolidation and Change of Board Lot Size, and the notice of the EGM.

LETTER FROM THE BOARD

PROPOSED SHARE CONSOLIDATION

The Board proposed to implement the Share Consolidation on the basis that every five (5) issued and unissued Existing Shares of HK\$0.10 each will be consolidated into one (1) Consolidated Share of HK\$0.50 each.

Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company was HK\$1,200,000,000 divided into 12,000,000,000 Existing Shares of HK0.10 each, of which 3,075,236,970 Existing Shares have been issued as fully paid or credited as fully paid. Assuming that no further Existing Shares are allotted, issued or repurchased between the Latest Practicable Date and the date of the EGM, the authorised share capital of the Company shall become HK\$1,200,000,000 divided into 2,400,000,000 Consolidated Shares of HK\$0.50 each, of which 615,047,394 Consolidated Shares (which are fully paid or credited as fully paid) will be in issue upon the Share Consolidation becoming effective.

Implementation of the Share Consolidation will not, of itself, alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests of the Shareholders, except for the payment of the related expenses. The Share Consolidation does not involve any diminution of any liability in respect of any unpaid capital of the Company or the repayment to the Shareholders of any paid-up capital of the Company, nor will it result in any change in the relative rights of the Shareholders.

Conditions of the Share Consolidation

The Share Consolidation is conditional on:

- (1) the passing of the necessary ordinary resolution(s) by the Shareholders approving the Share Consolidation at the EGM;
- (2) the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective; and
- (3) the compliance with the relevant procedures and requirements under the laws of the Cayman Islands and the Listing Rules to effect the Share Consolidation.

LETTER FROM THE BOARD

Subject to the fulfilment of the conditions of the Share Consolidation, the effective date of the Share Consolidation is expected to be on Tuesday, 24 May 2022, being the second Business Day after the EGM. As at the Latest Practicable Date, none of the conditions above has been fulfilled.

Listing and dealings

Application will be made to the Stock Exchange for the granting of the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued arising from the Share Consolidation.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

The Consolidated Shares will be identical in all respects and rank *pari passu* in all respects with each other as to all future dividends and distributions which are declared, made or paid. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS.

None of the equity or debt securities of the Company are listed or dealt in on any other stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

LETTER FROM THE BOARD

Adjustments in relation to other securities of the Company

As at the Latest Practicable Date, there are outstanding share options (the “**Share Options**”) entitling the holders thereof to subscribe for 22,794,654 Existing Shares under the share option scheme of the Company which was adopted on 5 June 2006 and expired on 4 June 2016 (the “**Old Share Option Scheme**”). Subject to its approval by the Shareholders and becoming effective, the Share Consolidation will lead to the following adjustments to the exercise prices of the Share Options and the number of Consolidated Shares to be issued upon the exercise of the outstanding Share Options, such adjustment to be made in accordance with the terms and conditions of the Old Share Option Scheme, Rule 17.03(13) of the Listing Rules and the Supplementary Guidance on Adjustments to the Exercise Price and Number of Share Options under the Listing Rule Requirements dated 5 September 2005 (the “**Supplementary Guidance**”):

Date of Grant	Exercise Period		As at the Latest Practicable Date and before the adjustments		Immediately after the adjustments	
			Exercise price per Existing Share	Number of Existing Shares to be issued upon exercise	Exercise price per New Share	Number of New Shares to be issued upon exercise
	From	To				
22 October 2014	22 October 2014	21 October 2024	HK\$0.854	22,794,654	HK\$4.27	4,558,930

The above adjustments in relation to the Share Options will take effect simultaneously with the coming into effect of the Share Consolidation, currently expected to take place on Tuesday, 24 May 2022. Save for the above adjustments, all other terms and conditions of the outstanding Share Options remain unchanged.

Under the terms of the Old Share Option Scheme, the Company’s auditor or another person possessing appropriate qualifications (such as a firm of accountants or an investment bank) and of international repute shall at the request of the Board provide a written certification on the adjustments of the Share Options. The Company intends to obtain such certification and notify option holders on the adjustments, closer to the time of the effective date of the Share Consolidation.

Save as disclosed above, as at the Latest Practicable Date, the Company has no other outstanding options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, Shares.

LETTER FROM THE BOARD

CHANGE OF BOARD LOT SIZE

At present, the Existing Shares are traded in board lot size of 2,000 Existing Shares. Based on the closing price of HK\$0.053 per Existing Share on the Latest Practicable Date, the board lot value of 2,000 Existing Shares is only HK\$106. The Board proposes to change the board lot size to 10,000 Consolidated Shares upon the Share Consolidation becoming effective, such that the board lot value is over HK\$2,000. Based on the closing price of HK\$0.053 per Existing Share (equivalent to the theoretical closing price of HK\$0.265 per Consolidated Share) as at the Latest Practicable Date, (i) the value of each board lot of 2,000 Consolidated Shares, assuming the Share Consolidation had already been effective, would be HK\$530; and (ii) the estimated market value per board lot of 10,000 Consolidated Shares would be HK\$2,650 assuming the Change of Board Lot Size had also been effective.

The Change of Board Lot Size will not result in any change in the relative rights of the Shareholders. The Directors consider that the Change of Board Lot Size is appropriate and can reduce the proportionate transaction costs and charges for securities trading in this board lot value and can improve the trading liquidity of the Consolidated Shares, thereby attracting more investors and widening the shareholder base.

REASONS FOR THE SHARE CONSOLIDATION AND THE CHANGE OF BOARD LOT SIZE

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the issuer may be required either to change the trading method or to proceed with a consolidation or splitting of its securities. According to the “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Stock Exchange on 28 November 2008 and updated on 1 October 2020, (i) market price of the securities of an issuer at a level less than HK\$0.10 will be considered as trading at extremity as referred to under Rule 13.64 of the Listing Rules; and (ii) taking into account the minimum transaction costs for a securities trade, the expected value per board lot should be greater than HK\$2,000. In view of the recent market price of the Existing Shares, the Directors resolved to propose the Share Consolidation and the Change of Board Lot Size with the view to complying with the trading requirements under the Listing Rules.

LETTER FROM THE BOARD

In view of the recent trading prices of the Existing Shares at the level of below HK\$0.10 and board lot value of below HK\$2,000, the Share Consolidation would bring about a corresponding upward adjustment in the market price of the Consolidated Shares, which together with the Change of Board Lot Size would enable the Company to comply with the trading requirements under the Listing Rules. The Share Consolidation would reduce the overall transaction and handling costs of dealings in the Consolidated Shares as a proportion of the market value of each board lot, since most of the banks/securities houses will charge a minimum transaction costs for each securities transaction.

The Board considers that the Share Consolidation would maintain the transaction amount for each board lot at a reasonable level in order to attract more investors and extend the base of the Shareholders, and thus provide flexibility for equity fund raising of the Company in the future. Accordingly, the Company considers the Share Consolidation and Change of Board Lot Size are justifiable, notwithstanding the costs incurred by the Company and the impact arising from the creation of odd lots to the Shareholders. The Board considers that the Share Consolidation is beneficial to and in the interests of the Company and the Shareholders as a whole.

During the course of exploring acquisition opportunities, the Company has been in negotiation with business counterparties who indicated preliminary interest in accepting the Company's securities as acquisition consideration. In addition, the Company has approached financial institutions and investors to explore equity fund raising opportunities with the view to replenishing the cash and financial position of the Company. In order to facilitate the Company's ongoing negotiations and keep these opportunities open, the Company considers that it is desirable and necessary to comply with the trading requirements under the Listing Rules through the proposed Share Consolidation.

As disclosed in the Company's announcements dated 17 February 2022 and 3 March 2022 (the "**Share Subscriptions Announcement**"), the Company completed the allotment and issue of 286,000,000 Existing Shares to not less than six independent third party subscribers to raise gross proceeds of approximately HK\$28.6 million (the "**Share Subscriptions**"). Given the funding needs of the Group as explained in the Share Subscriptions Announcement, the Company cannot rule out the possibility of conducting further equity fund raising in the next twelve months if suitable opportunities arise.

LETTER FROM THE BOARD

As disclosed in the Company's annual results announcement dated 25 March 2022, due to the loss-making situation of the Group during the year ended 31 December 2021 and the net current liabilities of approximately HK\$232 million as at that date, there exists a material uncertainty casting significant doubt on the Group's ability to continue as a going concern. Apart from negotiating with banks on grants or renewals of loans, the Company will continue to explore further equity fund raisings to satisfy its funding needs if suitable opportunities arise. However, as at the Latest Practicable Date, save for: (a) the Share Subscriptions which were completed in March 2022, and (b) the memorandum of understanding dated 10 February 2021 (as supplemented by the supplemental memorandum of understanding dated 15 October 2021) relating to the possible acquisition of a target company involving the issuance of the Company's shares as disclosed in the Company's announcements dated 10 February 2021 and 15 October 2021, which has yet to materialise by way of binding contract, no binding agreement has been entered into by the Company in respect of any further equity fund raising or acquisition opportunities. Further announcement(s) will be made by the Company if any equity fund raising or acquisition opportunities materialize as a result of which any disclosure obligation arises on the part of the Company.

The Company has no current plans for any other corporate actions (such as share consolidation, sub-division or change in board lot size) which may have an effect of undermining or negating the intended purpose of the Share Consolidation in the next twelve months.

OTHER ARRANGEMENTS

Free exchange of share certificates

Subject to the Share Consolidation becoming effective, Shareholders may, on or after Tuesday, 24 May 2022, until Thursday, 30 June 2022 (both days inclusive), submit share certificates for the Existing Shares to the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, to exchange, at the expense of the Company, for new share certificates for the Consolidated Shares, on the basis of five (5) Existing Shares for one (1) Consolidated Share. Thereafter, certificates for the Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) by the Shareholders for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the Consolidated Shares, whichever the number of share certificates cancelled/issued is higher. After 4:00 p.m. on Thursday, 30 June 2022, existing share certificates for the Existing Shares will only remain effective as documents of title and may be exchanged for certificates for the Consolidated Shares at any time but will not be accepted for delivery, trading and settlement purposes.

The new share certificates for the Consolidated Shares will be issued in blue colour in order to distinguish them from the share certificates for the Existing Shares which are in red colour.

LETTER FROM THE BOARD

Fractional entitlement to Consolidated Shares

Fractional Consolidated Shares will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefits of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of existing share certificates held by such holder.

Odd lots arrangement and matching services

In order to facilitate the trading of odd lots (if any) arising from the Share Consolidation, the Company has appointed China Sky Securities Limited as its agent to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares. Shareholders who wish to take advantage of this service should contact Mr. Simon Yuen of China Sky Securities Limited at Unit 2302-03, 23/F, West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong or at telephone number (852) 2680-7888 during office hours (9:00 a.m. to 12:00 noon and 1:00 p.m. to 4:00 p.m.) on working days (excluding Saturdays, Sundays and public holidays) for the period from Wednesday, 8 June 2022 to Tuesday, 28 June 2022 (both days inclusive).

Shareholders with odd lot holdings of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is on a best efforts basis. Successful matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. In addition, odd lots might be sold below the trading price of full board lots of the Shares. Shareholders who are in any doubt about the odd lot arrangement are recommended to consult their own professional advisers.

EGM

The EGM will be held at Unit E, 30/F., Tower B, Billion Centre, 1 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong on Friday, 20 May 2022 at 11:00 a.m. (or immediately after the conclusion of the annual general meeting convened on the same day and at the same place) for the purpose of considering and, if thought fit, to approve the resolution regarding the Share Consolidation. To ascertain shareholders' eligibility to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 17 May 2022 to Friday, 20 May 2022, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify to attend and vote at the EGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 4:00 p.m. on Monday, 16 May 2022. A form of proxy for use at the EGM is enclosed. Whether or not you intend to attend the EGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at

LETTER FROM THE BOARD

Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the EGM (i.e. by 11:00 a.m. on Wednesday, 18 May 2022) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and, in such event, the relevant form of proxy shall be deemed to be revoked.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder would have a material interest in the Share Consolidation which is different from other Shareholders, and no Shareholder should be required to abstain from voting on the resolution approving the Share Consolidation at the EGM.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore the chairman of the meeting will demand a poll on the resolution regarding the Share Consolidation at the EGM. An announcement will be made by the Company on the poll results of the EGM.

SPECIAL ARRANGEMENTS RELATING TO COVID-19

The Company wishes to remind the Shareholders that attendance in person at the EGM is not necessary for the exercise of voting rights, as Shareholders may submit proxy forms and appoint the chairman of the EGM as their proxy to vote on the relevant resolution at the EGM. Subject to prior registration and completion of identity verification, Shareholders may view and listen to the meeting through a live Webcast. Shareholders are recommended to read the instructions contained in the notice of the EGM carefully.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Board considers that the proposed resolution in relation to the Share Consolidation to be put forward at the EGM is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of the resolution to be proposed at the EGM in relation to the Share Consolidation.

LETTER FROM THE BOARD

WARNING

Shareholders should take note that the Share Consolidation and the Change of Board Lot Size are conditional upon satisfaction of their respective conditions. Therefore, the Share Consolidation and the Change of Board Lot Size may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.

Yours faithfully,

By order of the Board

China Silver Technology Holdings Limited

Lai Yubin

Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING



CHINA SILVER TECHNOLOGY HOLDINGS LIMITED 中華銀科技控股有限公司

(formerly known as 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)

(Stock Code: 515)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of China Silver Technology Holdings Limited (the “Company”) will be held at Unit E, 30/F., Tower B, Billion Centre, 1 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong on Friday, 20 May 2022 at 11:00 a.m. (or immediately after the conclusion of the annual general meeting convened on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

1. **“THAT** subject to and conditional upon the granting of approval by the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) of the listing of, and permission to deal in, the issued shares of the Company consolidated in the manner as set out in paragraph (a) of this resolution below (the “**Share Consolidation**”):
 - (a) with effect from the second business day immediately following the date on which this resolution is passed or the above condition is fulfilled (whichever is later):
 - (i) every five (5) issued and unissued ordinary shares of par value of HK\$0.10 each in the share capital of the Company be consolidated into one (1) consolidated share of par value of HK\$0.50 each (each a “**Consolidated Share**”), such Consolidated Shares shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions as contained in the articles of association of the Company; and
 - (ii) all fractional Consolidated Shares will be disregarded and not issued to the shareholders of the Company but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit for the Company; and

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (b) the board of directors of the Company be and is hereby authorised to do all such acts and things and execute all such documents, including under seal where applicable, as it considers necessary, desirable or expedient to give effect to the foregoing arrangement for the Share Consolidation.”

By order of the Board
China Silver Technology Holdings Limited
Lai Yubin
Chairman

Hong Kong, 27 April 2022

Principal place of business in Hong Kong:

Unit E, 30/F.
Tower B, Billion Centre
1 Wang Kwong Road
Kowloon Bay, Kowloon
Hong Kong

Registered Office:

Cricket Square
Hutchins Drive
P. O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Notes:

1. A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person(s) as his/her proxy to attend and vote instead of him/her. In the case of a recognized clearing house, it may authorise such person(s) as it thinks fit to act as its representative(s) at the meeting and vote in its stead. A proxy need not be a member of the Company.
2. In order to be valid, the proxy form together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority must be deposited at the Company's Hong Kong branch share registrar and transfer office, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting (i.e. by 11:00 a.m. on Wednesday, 18 May 2022) or any adjournment thereof (as the case may be).
3. Completion and return of the proxy form shall not preclude a member of the Company from attending and voting in person at the meeting or any adjournment thereof if he so desires and, in such event, the relevant form of proxy shall be deemed to have been revoked.
4. Where there are joint holders of any share, any one of such holders may vote at the meeting either personally or by proxy in respect of such share as if he/she were solely entitled to vote; but if more than one of such joint holders be present at the meeting in person or by proxy, then the one of such holders whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.

NOTICE OF EXTRAORDINARY GENERAL MEETING

5. The register of members of the Company will be closed from Tuesday, 17 May 2022 to Friday, 20 May 2022 (both days inclusive) for the purpose of determining the eligibility of the shareholders of the Company to attend and vote at the EGM. During the closure of the register of members of the Company, no transfer of Shares will be effected. In order to be eligible to attend and vote at the EGM (or at any adjournment thereof), all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration no later than 4:00 p.m. on Monday, 16 May 2022.
6. If Typhoon Signal No. 8 or above is hoisted, or a "black" rainstorm warning signal or "extreme conditions after super typhoons" announced by the Government of Hong Kong is/are in force in Hong Kong at or at any time after 7:00 a.m. on the date of the meeting, the meeting will be postponed. The Company will post an announcement on the website of the Company at www.csthld.com and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and venue of the rescheduled meeting.
7. As at the date hereof, the Board comprises Mr. Kong Chan Fai (Vice-Chairman), Mr. Xu Ming (Chief Executive Officer), Mr. Zeng Yongguang, Mr. Guo Jun Hao and Mr. Mai Huazhi as executive Directors; Mr. Lai Yubin (Chairman) and Mr. Wei Xiaomin as non-executive Directors; and Mr. Wong Kwok On, Mr. Bonathan Wai Ka Cheung, Dr. Loke Yu (alias Loke Hoi Lam) and Ms. Qiu Yumei as independent non-executive Directors.

SPECIAL ARRANGEMENTS RELATING TO COVID-19:

In view of the ongoing Novel Coronavirus (COVID-19) pandemic and the requirements for prevention and control of its spread, the Company will implement preventive measures at the meeting to protect attending Shareholders, staff and other stakeholders from the risk of infection and/or to comply with the laws of Hong Kong, including: (a) the conducting of compulsory body temperature checks on every Shareholder, proxy and other attendees at the entrance of the meeting venue, and any person with a body temperature of over 37.4 degrees Celsius will be denied entry into the meeting venue or be required to leave the meeting venue; (b) every attendee being required to wear surgical face mask inside the meeting venue at all times; (c) seating arrangements inside the venue to maintain social distancing; (d) no refreshments or souvenirs being provided inside the meeting venue; and (e) limitation being imposed on the number of attendees at the meeting as may be necessary to avoid over-crowding and/or compliance with the laws of Hong Kong. The Company reserves the right to deny entry into the meeting venue or require any person to leave the meeting venue in order to ensure the safety of the attendees and/or the compliance with the laws of Hong Kong. The Company hereby reminds the Shareholders not to attend the meeting if they have contracted or are suspected to have contracted COVID-19 or are subject to quarantine or self-quarantine in relation to COVID-19 or have had close contact with anybody who has contracted or is suspected to have contracted COVID-19.

NOTICE OF EXTRAORDINARY GENERAL MEETING

To comply with the social distancing measures under the Prevention and Control of Disease (Prohibition on Gathering) Regulation (Chapter 599G of the Laws of Hong Kong) and Prevention and Control of Disease (Requirements and Directions) (Business and Premises) Regulation (Chapter 599F of the Laws of Hong Kong) (together, the “**Regulations**”), the following additional arrangements will be made for the meeting:

- (a) Shareholders are reminded that physical attendance in person at the meeting is not necessary for the exercise voting rights, as Shareholders may submit proxy forms and appoint the chairman of the meeting (the “**Chairman**”) as their proxy to vote on the relevant resolution at the meeting. To comply with the Regulations, the meeting is intended to be held with the minimum number of persons present as is legally required to form a quorate meeting by Directors or other senior staff members who are Shareholders or proxy. Any shareholder, corporate representative or proxy who seeks to attend the meeting in person must demonstrate to the satisfaction of the Company that his/her entry to the meeting venue is in compliance with the Regulations. Shareholders who are unsure as to the Regulations should refer to the “Frequently Asked Questions on New Requirements to Reduce Gatherings” at the Government’s COVID-19 dedicated web page at

https://www.coronavirus.gov.hk/eng/social_distancing-faq.html.

- (b) Subject to prior registration and completion of identity verification, Shareholders may view and listen to the meeting through a live webcast (the “**Webcast**”) which can be accessed using computers, mobile phones or any browser-enabled electronic or communication devices. Any Shareholder who wishes to access the meeting by Webcast shall contact the Company’s branch share registrar in Hong Kong, Union Registrars Limited before 11:00 a.m. on Wednesday, 18 May 2022 to obtain a passcode to join the EGM via this email address: 515EGM@unionregistrars.com.hk, or by telephone: (852) 2849 3399. Shareholders are required to provide the Company’s branch share registrar in Hong Kong with your personal particulars, including: (a) full name; (b) registered address; (c) number of shares held; (d) contact telephone number; and (e) email address for successful registration. Shareholders may be required to produce identification documents to show identity and enable the Company to check against its shareholders’ records. Shareholders having completed registration and identity verification will be provided the web link and/or password to access the Webcast at the start of the meeting until its conclusion. Shareholders who are given the web link and/or password of the Webcast should not share such information to anyone else.

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (c) Shareholders having completed registration and identity verification can submit questions to the Company in advance of the meeting via this email address: **515EGM@unionregistrars.com.hk**. Shareholders having completed registration and identity verification can also submit questions during the meeting through the message board of the Webcast. Subject to the discretion of the Chairman as to the proper conduct of the meeting, questions relevant to the business of the meeting will be addressed by the Company during the meeting.
- (d) If a Shareholder wishes to vote on any resolution at the meeting, he/she is recommended to appoint the Chairman as his/her proxy to vote on his/her behalf by completing and returning the form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong not less than 48 hours before the time for holding the meeting. Through the arrangements above, Shareholders and/or their proxies will not be deprived of their rights at the meeting, including speaking, putting forward questions relating to the business to be discussed, and voting on the resolution to be proposed at the meeting.
- (e) If you are not a registered Shareholder, e.g. if your Shares are held via banks, brokers, custodians or Hong Kong Securities Clearing Company Limited, you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of a proxy.
- (f) No remote voting system is provided at the Webcast. For the avoidance of doubt, presence at the Webcast is not counted as quorum or attendance of the meeting, and will not revoke any proxy instrument previously delivered to the Company by the same Shareholder.

The Company is closely monitoring the impact of COVID-19 pandemic in Hong Kong. Depending on the development of situation regarding the epidemic nearer the time of the meeting, additional precautionary measures may be implemented as may be appropriate. Should any changes are required to be made to the meeting arrangements, the Company will notify the Shareholders by further announcement(s) on the websites of the Company and the Stock Exchange. Shareholders are reminded to read the announcements made by the Company nearer the time of the meeting.