
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in China Silver Technology Holdings Limited (the “Company”), you should at once hand this circular, together with the enclosed proxy form, to the purchaser or transferee or to the bank, licensed securities dealer 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)

(I) RE-ELECTION OF RETIRING DIRECTORS; (II) RENEWAL OF THE GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES; AND (III) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company to 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 10:30 a.m. is set out on pages AGM-1 to AGM-7 of this circular. 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.

Whether or not you are able to attend the meeting, you are requested to complete and return the accompanying proxy form in accordance with the instructions printed thereon and return the same to 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 as soon as possible and in any event not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof (as the case may be). Completion and return of the proxy form shall not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so desire and, in such event, the instrument appointing a 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 AGM 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 AGM venue. In addition, seating will be arranged to better achieve social distancing and no refreshments or souvenirs will be provided inside the AGM venue. Shareholders should carefully consider the risks of attending the AGM, taking into consideration their own circumstances. The Company wishes to remind the Shareholders that attendance in person at the AGM is not necessary for the exercise of voting rights, as Shareholders may submit proxy forms and appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM. 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 AGM 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 AGM.

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DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to 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 10:30 a.m. (or any adjournment thereof), notice of which is given by the AGM Notice
“AGM Notice”	the notice convening the AGM which is set out on pages AGM-1 to AGM-7 of this circular
“Article(s)”	the article(s) of association of the Company
“Board”	the board of Directors
“Buy-back Mandate”	the proposed general mandate to be granted to the Directors to exercise all the powers of the Company to buy-back Shares not exceeding 10% of the Shares in issue as at the date of passing of the resolution approving the said mandate at the AGM
“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 the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 515)
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Director(s)”	the director(s) of the Company
“Extended Issue Mandate”	a general mandate to add to the Issue Mandate the aggregate number of Shares bought-back by the Company under the Buy-back Mandate
“General Mandates”	the Issue Mandate, the Buy-back Mandate and the Extended Issue Mandate

DEFINITIONS

“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the proposed general mandate to be granted to the Directors to exercise all the powers of the Company to allot, issue and otherwise deal with new Shares not exceeding 20% of the Shares in issue as at the date of the passing of the resolution approving the said mandate at the AGM
“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
“PRC”	The People’s Republic of China
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of par value of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

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,

**(I) RE-ELECTION OF RETIRING DIRECTORS;
(II) RENEWAL OF THE GENERAL MANDATES TO ISSUE AND
BUY-BACK SHARES;
AND
(III) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you details of the following proposals which, together with other ordinary business, will be proposed at the AGM for the Shareholders' consideration and, where appropriate, to approve (inter alia):

- (a) the re-election of the Re-electing Directors; and
- (b) the renewal of the General Mandates.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

Articles 86(3) states that: *“The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed by the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.”*

Articles 87(1) states that: *“Notwithstanding any other provisions in the Articles, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years.”*

Articles 87(2) states that: *“A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any Director appointed pursuant to Article 86(2) or Article 86(3) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.”*

Pursuant to the above relevant provisions in the Articles, Mr. Kong Chan Fai, Mr. Xu Ming, Mr. Zeng Yongguang, Mr. Mai Huazhi and Dr. Loke Yu (alias Loke Hoi Lam) (collectively, the **“Re-electing Directors”**) would hold office until the AGM and would participate in the re-election at the AGM. The Board was notified by each of the Re-electing Directors that he will offer himself for re-election at the AGM.

Dr. Loke, a re-electing independent non-executive Director, is also a member (or chairman, as the case may be) of the Audit Committee, the Nomination Committee and the Remuneration Committee of the Board. During his tenure of office, Dr. Loke had been able to fulfill all the requirements regarding his independence as an independent non-executive Director, as evident by the provision of annual confirmations of independence to the Company, and to provide objective and independent views to the Company over the years showing his continual commitment to his role. Although Dr. Loke will be holding his seventh or more listed company directorship, his high attendance rate of the board, committee and general meetings of the Company demonstrated his ability to devote sufficient time to the Company’s affairs.

LETTER FROM THE BOARD

The Nomination Committee of the Company has reviewed and assessed the background, expertise and experience of the Re-electing Directors, having regard to the Board Diversity Policy of the Company taking into consideration different diversity factors such as gender, age, cultural and educational background, skills and professional experience, knowledge and length of service. The Nomination Committee is of the view that each of the Re-electing Directors possesses suitable experience, expertise and knowledge that would make contribution to the Company.

Details of the Re-electing Directors which are required to be disclosed by the Listing Rules are set out in Appendix II to this circular.

GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES

Ordinary resolutions will be proposed at the AGM to authorise the Directors, inter alia, (i) to exercise the powers of the Company to allot and issue Shares not exceeding 20% of the Shares in issue as at the date of the passing of such resolution; (ii) to buy-back Shares not exceeding 10% of the Shares in issue as at the date of the passing of such resolution; and (iii) to extend the general mandate to issue Shares by the number of Shares bought-back under the Buy-back Mandate.

As at the Latest Practicable Date, there were 3,075,236,970 Shares in issue. Subject to the passing of the ordinary resolutions to approve the General Mandates and on the basis that no further Shares are issued or bought-back between the Latest Practicable Date and the date of the AGM, the Company will be allowed to issue up to a maximum of 615,047,394 Shares under the Issue Mandate and buy-back up to a maximum of 307,523,697 Shares under the Buy-back Mandate.

The Directors believe that it is in the interests of the Company and the Shareholders as a whole if the General Mandates are granted at the AGM. The Issue Mandate will provide the Directors with flexibility to issue Shares especially in the context of a fund-raising exercise in a timely manner.

At present, the Company does not have any plan for buy-backs of Shares. Buy-backs will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders as a whole. Considering the rapid changes in the market conditions, the Buy-back Mandate can provide more flexibility to the Directors to buy-back Shares in a timely manner as and when appropriate and beneficial to the Company, say, when the net asset value of the Company and/or its earnings per Share may be enhanced.

An explanatory statement as required under the Listing Rules to provide the requisite information concerning the Buy-back Mandate is set out in Appendix I to this circular.

LETTER FROM THE BOARD

AGM

The AGM Notice is set out on pages AGM-1 to AGM-7 of this circular. Whether or not you are able to attend the AGM, you are requested to complete the proxy form enclosed in this circular in accordance with the instructions printed thereon and return the same to the Company's Hong Kong branch share registrar, 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 less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish but the authority of your proxy will be invalidated forthwith.

In accordance with Rule 13.39(4) of the Listing Rules, all votes of the Shareholders to be taken at the AGM shall be taken by poll unless it relates purely to a procedural or administrative matter and the chairman, in good faith, decides to allow such matter to be voted on by a show of hands.

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 AGM. 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 AGM (or at any adjournment thereof), all transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, 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.

SPECIAL ARRANGEMENTS RELATING TO COVID-19

The Company wishes to remind the Shareholders that attendance in person at the AGM is not necessary for the exercise of voting rights, as Shareholders may submit proxy forms and appoint the chairman of the AGM as their proxy to vote on the relevant resolution at the AGM. 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 AGM carefully.

LETTER FROM THE BOARD

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 Directors consider that (a) the re-election of the Re-electing Directors; and (b) the renewal of the General Mandates are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of all the resolutions set out in the AGM Notice.

GENERAL

Your attention is drawn to the additional information set out in the Appendices to this circular.

Yours faithfully,
For and on behalf of the Board
China Silver Technology Holdings Limited
Lai Yubin
Chairman

APPENDIX I EXPLANATORY STATEMENT FOR THE BUY-BACK MANDATE

This is an explanatory statement given to the Shareholders relating to the proposed resolution authorising the Directors to buy-back Shares to be passed by the Shareholders at the AGM. This explanatory statement contains a summary of the information required pursuant to Rule 10.06(1)(b) of the Listing Rules which is set out as follows:

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company was HK\$307,523,697 comprising 3,075,236,970 Shares. Exercise in full of the Buy-back Mandate, on the basis that no further Shares are issued or bought-back prior to the date of the AGM, could accordingly result in up to 307,523,697 Shares being bought-back by the Company. The Buy-back Mandate shall take effect upon approval by the Shareholders until the expiry of the Relevant Period (as defined in Resolution No.5 of the AGM Notice).

REASONS FOR BUY-BACKS

The Directors consider that the Buy-back Mandate will provide the Company with such flexibility to make buy-back of its own Shares as and when appropriate and beneficial to the Company. Such buy-backs may enhance the net asset value of the Company and/or earnings per Share. The Directors consider that there would not be a material adverse impact on the working capital and on the gearing position of the Company as compared with the position disclosed in the latest published audited accounts of the Company for the year ended 31 December 2021, in the event that the proposed buy-backs were to be carried out in full during the proposed buy-back period. No buy-back would be made in circumstances that would have a material adverse impact on the working capital or gearing ratio of the Company.

FUNDING OF BUY-BACK

Buy-backs must be funded out of funds legally available for such buy-back in accordance with the applicable laws of the Cayman Islands and the memorandum of association of the Company and the Articles.

The Companies Law provides, inter alia, that shares may only be bought-back out of the profits of a company or out of the proceeds of a fresh issue of shares made for the purpose of the buy-back or, in the manner provided for therein, out of capital.

APPENDIX I EXPLANATORY STATEMENT FOR THE BUY-BACK MANDATE

DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective associates (as defined in the Listing Rules), has any present intention to sell Shares to the Company if the Buy-back Mandate is approved by the Shareholders.

No connected person of the Company has notified the Company that he/she has a present intention to sell Shares to the Company nor has he/she undertaken not to sell any of the Shares held by him/her to the Company in the event that the Company is authorised to make buy-backs of Shares.

SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous 12 months preceding the Latest Practicable Date were as follows:

	Highest Price	Lowest Price
	<i>(HK\$)</i>	<i>(HK\$)</i>
2021		
April	0.090	0.068
May	0.075	0.054
June	0.069	0.055
July	0.061	0.040
August	0.060	0.040
September	0.063	0.047
October	0.062	0.045
November	0.051	0.044
December	0.051	0.043
2022		
January	0.052	0.043
February	0.078	0.044
March	0.063	0.045
April (up to the Latest Practicable Date)	0.054	0.045

UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make buy-backs pursuant to the Buy-back Mandate in accordance with the Listing Rules and applicable laws of the Cayman Islands.

EFFECT OF THE TAKEOVERS CODE

If as a result of a buy-back of Shares by the Company, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a shareholder, or a group of shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code as a result of a buy-back of Shares by the Company.

The Directors are not aware of any such consequences which would arise under the Takeovers Code as a consequence of any exercise of the Buy-back Mandate. In the event that any exercise of the Buy-back Mandate would, to the knowledge of the Directors, have such a consequence, the Directors do not propose to exercise the Buy-back Mandate to such an extent as would trigger a mandatory offer obligation for any shareholder or group of shareholders.

SHARE BUY-BACKS MADE BY THE COMPANY

The Company has not bought-back any Shares (whether on the Stock Exchange or otherwise) in the six (6) months preceding the Latest Practicable Date.

Details of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:

BIOGRAPHICAL INFORMATION**Executive Directors****Mr. Kong Chan Fai (“Mr. Kong”)**

Mr. Kong, aged 62, was appointed as an executive Director of the Company with effect from 15 October 2021. He has occupied senior management role in an enterprise in China for around 10 years prior to joining the Group. Mr. Kong has experience in operation management, business development, and strategic planning.

There is no service contract and fixed term of service between the Company and Mr. Kong. Mr. Kong will be subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. Mr. Kong is entitled to a director’s fee of HK\$30,000 per month, which was determined by reference to Mr. Kong’s skill, knowledge and experience and his duties and responsibilities with the Company.

Mr. Xu Ming (“Mr. Xu”)

Mr. Xu, aged 50, was appointed as an executive Director of the Company on 14 September 2016 and the Chief Executive Officer of the Company on 9 April 2020. Mr. Xu holds a master’s degree in Economics and Management from Wuhan University, China. Mr. Xu is an entrepreneur having many years of experience in capital markets and an extensive business network in China.

There is no service contract or fixed term of service between the Company and Mr. Xu. Mr. Xu’s director appointment is subject to retirement and re-election at general meetings pursuant to the Articles. Mr. Xu’s remuneration is HK\$30,000 per month, which was determined by the Remuneration Committee and the Board taking into account Mr. Xu’s skill, knowledge and experience and subject to review by reference to his duties and responsibilities with the Company from time to time.

Mr. Zeng Yongguang (“Mr. Zeng”)

Mr. Zeng, aged 49, was appointed as an executive Director with effect from 27 March 2018. He graduated from Beijing Language and Culture University (北京語言大學) in 2011 majoring in International Economics and Trade. Mr. Zeng has many years of management experience with commercial banks in China. To the best of the Directors’ knowledge, information and belief after having made all reasonable enquiries, as at the Latest Practicable Date, Mr. Zeng is deemed to be interested (pursuant to Part XV of the SFO) in 1,000,000 Shares held by his spouse, Ms. Zeng Xiaoxian.

Mr. Zeng is currently a director of the following subsidiaries of the Company, namely, Tat Chun PCB International Company Limited, Tat Chun Printed Circuit Board Company Limited, TC Hong Kong Electric Company Limited and TC Orient LED Energy Management Company Limited, TC Orient Lighting (Shenzhen) Limited. (達進東方照明(深圳)有限公司), Guangdong Tat Chun Electronic Technology Co., Ltd. (廣東達進電子科技有限公司), Zhongshan Tat Chun Printed Circuit Board Company Limited (中山市達進電子有限公司), 中山市達進電子元件有限公司, 深圳市新達際商貿有限公司, 吳川榮森貿易有限公司, 達進東方(揚州)投資有限公司, 中山市一心商貿有限公司, 廣東大鵬電力器材有限公司, and TC (BVI) Limited.

There is no service contract and fixed term of service between the Company and Mr. Zeng. Mr. Zeng will be subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. Mr. Zeng is entitled to a director’s fee of HK\$30,000 per month, which was determined by reference to Mr. Zeng’s skill, knowledge and experience and his duties and responsibilities with the Company

Mr. Mai Huazhi (“Mr. Mai”)

Mr. Mai, aged 30, occupied senior management roles in an integrated financial company in China engaging in enterprise management and consultancy, asset management, financial services, direct equity investment, financial information, corporate restructuring, leasing and property development prior to joining the Company.

There is no service contract and fixed term of service between the Company and Mr. Mai. Mr. Mai will be subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. Mr. Mai is entitled to a director’s fee of HK\$20,000 per month, which was determined by reference to Mr. Mai’s skill, knowledge and experience and his duties and responsibilities with the Company.

Independent Non-executive Director**Dr. Loke Yu (alias Loke Hoi Lam) (“Dr. Loke”)**

Dr. Loke, aged 72, was appointed as an independent non-executive Director of the Company with effect from 6 June 2018. Dr. Loke holds a Master of Business Administration degree from Universiti Teknologi Malaysia and a Doctor of Business Administration degree from University of South Australia. Dr. Loke is a Fellow Member of The Institute of Chartered Accountants in England and Wales, Hong Kong Institute of Certified Public Accountants and The Hong Kong Chartered Governance Institute. He is also a life member of The Hong Kong Independent Non-Executive Director Association.

He has over 43 years of experience in accounting and auditing for private and public companies, financial consultancy and corporate management. Dr. Loke was formerly an independent non-executive director of the following Hong Kong listed companies, namely: Lamtex Holdings Limited (stock code: 1041), CIMC-TianDa Holdings Company Limited (formerly known as China Fire Safety Enterprise Group Limited) (stock code: 445), Tianhe Chemicals Group Limited (stock code: 1619), Zhong An Group Limited (stock code: 672) and Chiho Environmental Group Limited (formerly known as Chiho-Tiande Group Limited) (stock code: 976).

Dr. Loke is currently an independent non-executive director of the following Hong Kong listed companies, namely: Crazy Sports Group Limited (formerly known as V1 Group Limited) (stock code: 82), Matrix Holdings Limited (stock code: 1005) Tianjin Development Holdings Limited (stock code: 882), Times Universal Group Holdings Limited (formerly known as Forebase International Holdings Limited) (stock code: 2310), Hang Sang (Siu Po) International Holding Company Limited (stock code: 3626), Hong Kong Resources Holdings Company Limited (stock code: 2882), Zhenro Properties Group Limited (stock code: 6158) and Tradego FinTech Limited (stock code: 8017). Dr. Loke was previously an independent non-executive director, and is currently a non-executive director of Veson Holdings Limited (formerly known as SCUD Group Limited) (stock code: 1399).

There is no service contract and fixed term of service between the Company and Dr. Loke. Dr. Loke will be subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. Dr. Loke is entitled to a director’s fee of HK\$15,000 per month, which was determined by reference to Dr. Loke’s skill, knowledge and experience and his duties and responsibilities with the Company.

General

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, each of the Re-electing Directors confirmed to the Company that (a) save as disclosed above, he does not on the Latest Practicable Date hold, and has not in the last three years held, any directorship in other public listed companies in Hong Kong or overseas; (b) as at the Latest Practicable Date, save as disclosed above, he does not hold any other positions in the Company or its subsidiaries; (c) he does not have any relationships with any other directors, senior management, substantial or controlling shareholders of the Company; and (d) as at the Latest Practicable Date, save as disclosed above, he does not have any other interest or deemed interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information relating to the Re-electing Directors 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.

NOTICE OF ANNUAL 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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) 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 10:30 a.m. to consider and, if thought fit, pass with or without modifications the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited financial statements and the reports of the directors (the “**Directors**”) and auditors of the Company for the year ended 31 December 2021.
2.
 - (A) To re-elect Mr. Kong Chan Fai as an executive Director;
 - (B) To re-elect Mr. Xu Ming as an executive Director;
 - (C) To re-elect Mr. Zeng Yongguang as an executive Director;
 - (D) To re-elect Mr. Mai Huazhi as an executive Director;
 - (E) To re-elect Dr. Loke Yu (alias Loke Hoi Lam) as an independent non-executive Director; and
 - (F) To authorise the board of Directors to fix the remuneration of the Directors of the Company.
3. To approve the re-appointment of HLB Hodgson Impey Cheng Limited as auditors of the Company and to authorise the board of Directors to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

4. **“THAT:**
- (a) subject to paragraph (c) and (d) below, pursuant to the Rules Governing the Listing of Securities (the **“Listing Rules”**) on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company (the **“Issue Mandate”**) to allot, issue and deal with unissued shares of the Company (the **“Shares”**) and to make or grant offers, agreements, options, securities convertible or exchangeable into Shares or similar rights which might require the exercise of such powers be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as hereinafter defined) to make and grant offers, agreements, options, securities convertible or exchangeable into Shares or similar rights, the making, issuing or granting of which would or might require Shares to be allotted after the end of the Relevant Period (as hereinafter defined);
 - (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than (i) pursuant to Shares issued as a result of a Rights Issue (as hereinafter defined); or (ii) pursuant to the exercise of options under the share option scheme of the Company or similar arrangement of the Company for the granting or issuance of Shares or rights to acquire Shares; or (iii) the exercise of rights of conversion or exchange under the terms of any convertible securities or exchangeable securities issued by the Company; or (iv) or any shares allotted in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company, shall not exceed 20 per cent. of the aggregate number of Shares in issue at the date of the passing of this resolution and the said approval shall be limited accordingly;
 - (d) the Issue Mandate shall be limited by the applicable rules and requirements of the Stock Exchange as amended from time to time, including the restrictions for using the Issue Mandate to issue (i) securities convertible into new Shares for cash consideration, if the initial conversion price of such convertible securities is lower than the Benchmarked Price (as hereinafter defined) of the Shares at the time of the relevant placing; and (ii) warrants, options or similar rights to subscribe for new Shares or securities convertible into new Shares for cash consideration; and

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- (e) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company unless this authority is renewed either conditionally or unconditionally at such meeting; and
- (ii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of, any recognized regulatory body or any stock exchange in any territory outside Hong Kong).

“**Benchmarked Price**” means the higher of: (a) the closing price on the date of the relevant placing agreement or other agreement involving the proposed issue of securities under the Issue Mandate; and (b) the average closing price in the 5 trading days immediately prior to the earlier of: (i) the date of announcement of the placing or the proposed transaction or arrangement involving the proposed issue of securities under the Issue Mandate; (ii) the date of the placing agreement or other agreement involving the proposed issue of securities under the Issue Mandate; and (iii) the date on which the placing or subscription price is fixed.”

5. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to buy-back its own shares, subject to and in accordance with all applicable laws and rules and the Listing Rules, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be bought-back by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the aggregate number of Shares in issue at the date of the passing of this resolution, and the said approval be limited accordingly; and

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(c) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company unless this authority is renewed either conditionally or unconditionally at such meeting; and
- (ii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

6. “**THAT** subject to the passing of resolutions numbered 4 and 5 set out in the notice convening this meeting, the shares which are bought-back by the Company pursuant to the authority granted to the Directors as mentioned in resolution numbered 5 set out in the notice convening this meeting shall be added to the number of Shares that may be allotted or agreed to be allotted by the Directors pursuant to resolution numbered 4 set out in the notice convening this meeting.”

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 10:30 am on Wednesday, 18 May 2022) or any adjournment thereof (as the case may be).

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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 instrument appointing a 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.
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 AGM. 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 AGM (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.

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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.

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 resolutions 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 10:30 a.m. on Wednesday, 18 May 2022 to obtain a passcode to join the AGM via this email address: 515AGM@unionregistrars.com.hk, or by telephone: (852) 2849 3399. Shareholders are required to provide the Company’s branch share registrar in Hong Kong with their 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.

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- (c) Shareholders having completed registration and identity verification can submit questions to the Company in advance of the meeting via this email address: 515AGM@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.