
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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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 Wednesday, 30 June 2021 at 11:00 a.m. is set out on pages AGM-1 to AGM-5 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 8:00 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.

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. Depending on the development of situation regarding the epidemic nearer the time of the AGM, additional precautionary measures may be implemented as may be appropriate.

CONTENTS

	<i>Pages</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
APPENDIX I – EXPLANATORY STATEMENT FOR THE BUY-BACK MANDATE	I-1
APPENDIX II – DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM	II-1
NOTICE OF ANNUAL GENERAL MEETING.....	AGM-1

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 Wednesday, 30 June 2021 at 11:00 a.m. (or any adjournment thereof), notice of which is set out on pages AGM-1 to AGM-5 of this circular
“AGM Notice”	the notice convening the AGM which is set out on pages AGM-1 to AGM-5 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 2021, 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. Xu Ming (*Chief Executive Officer*)
Mr. Zeng Yongguang
Mr. Guo Jun Hao
Mr. Mai Huazhi
Mr. Lin Wanan

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 2021

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. Guo Jun Hao, Mr. Lin Wanan, Mr. Lai Yubin, Mr. Wei Xiaomin, Mr. Wong Kwok On, Mr. Bonathan Wai Ka Cheung and Ms. Qiu Yumei (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/she will offer himself/herself for re-election at the AGM.

The Nomination Committee of the Company has reviewed and assessed the background, expertise and experience of the retiring 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 the retiring Directors possess 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.

LETTER FROM THE BOARD

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 2,718,236,970 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 543,647,394 Shares under the Issue Mandate and buy-back up to a maximum of 271,823,697 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 notice of AGM is set out on pages AGM-1 to AGM-5 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 registrars, 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 Friday, 25 June 2021 to Wednesday, 30 June 2021 (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 registrars 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 Thursday, 24 June 2021.

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.

LETTER FROM THE BOARD

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
Zeng Yongguang
Executive Director

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\$271,823,697 comprising 2,718,236,970 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 271,823,697 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 2020, 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.

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 <i>(HK\$)</i>	Lowest Price <i>(HK\$)</i>
2020		
April	0.062	0.048
May	0.074	0.051
June	0.068	0.048
July	0.074	0.048
August	0.075	0.056
September	0.078	0.053
October	0.079	0.062
November	0.077	0.060
December	0.068	0.055
2021		
January	0.070	0.051
February	0.093	0.052
March	0.093	0.070
April (up to the Latest Practicable Date)	0.090	0.076

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. Guo Jun Hao (“Mr. Guo”)**

Mr. Guo, aged 39, was appointed as executive Director of the Company with effect from 10 April 2017. Mr. Guo obtained a bachelor’s degree in arts from the University of Wolverhampton in 2004, a master’s degree in social sciences from The University of Leicester in 2006 and a master’s degree in science from the University of Warwick in 2007. Before joining the Company, Mr. Guo has over 7 years of experience working in financial institutions in China and has occupied management position responsible for customer services, staff training, sales and marketing. Mr. Guo was appointed as the general manager of the Company’s subsidiary, TC Hong Kong Electric Company Limited and is responsible for overseeing its sales and marketing operations.

There is no service contract and fixed term of service between the Company and Mr. Guo. Mr. Guo will be subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. Mr. Guo is entitled to a director’s fee of HK\$20,000.00 per month, which was determined by reference to Mr. Guo’s skill, knowledge and experience and his duties and responsibilities with the Company.

To the best of the Directors’ knowledge, information and belief after having made all reasonable enquiries, Mr. Guo confirmed to the Company that (a) 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 Mr. Guo 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.

Mr. Lin Wanan (“Mr. Lin”)

Mr. Lin, aged 33, joined the Group as a Senior Engineer of Guangdong Tat Chun Electronics Technology Co., Ltd. since 2015 and was appointed as an executive Director with effect from 14 July 2020. Mr. Lin obtained a bachelor’s degree in Electronic Information Engineering from the Guangdong University of Petrochemical Technology. Prior to joining the Group, Mr. Lin has 7 years of experience in another electronics technology company occupying a senior management role as his last position there.

There is no service contract and fixed term of service between the Company and Mr. Lin. Mr. Lin will be subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. Mr. Lin is entitled to a director’s fee of HK\$20,000.00 per month, which was determined by reference to Mr. Lin’s skill, knowledge and experience and his duties and responsibilities with the Company.

To the best of the Directors’ knowledge, information and belief after having made all reasonable enquiries, Mr. Lin confirmed to the Company that (a) 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 Mr. Lin 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.

Non-executive Directors**Mr. Lai Yubin (“Mr. Lai”)**

Mr. Lai, aged 42, was appointed as a non-executive Director of the Company with effect from 14 July 2020. He obtained a bachelor’s degree in Business Administration from Sun Yat-sen University and a master’s degree in Finance from Tulane University, New Orleans, Louisiana, the United States. Prior to joining the Group, Mr. Lai worked with enterprises in China for over 18 years having experience in accounting, auditing, mergers and acquisitions and business development.

There is no service contract and fixed term of service between the Company and Mr. Lai. Mr. Lai will be subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. Mr. Lai is entitled to a director’s fee of HK\$30,000.00 per month, which was determined by reference to Mr. Lai’s skill, knowledge and experience and his duties and responsibilities with the Company.

To the best of the Directors’ knowledge, information and belief after having made all reasonable enquiries, Mr. Lai confirmed to the Company that (a) 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 Mr. Lai 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.

Mr. Wei Xiaomin (“Mr. Wei”)

Mr. Wei, aged 52, was appointed as a non-executive Director of the Company with effect from 14 July 2020. He obtained a bachelor’s degree in Economics Management from Henan University of Economics and Law (formerly known as Henan University of Economics). Mr. Wei is an entrepreneur having experience in real estate and technology.

There is no service contract and fixed term of service between the Company and Mr. Wei. Mr. Wei will be subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. Mr. Wei is entitled to a director’s fee of HK\$20,000.00 per month, which was determined by reference to Mr. Wei’s skill, knowledge and experience and his duties and responsibilities with the Company.

To the best of the Directors’ knowledge, information and belief after having made all reasonable enquiries, Mr. Wei confirmed to the Company that (a) 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 Mr. Wei 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.

Independent Non-executive Director**Mr. Wong Kwok On (“Mr. Wong”)**

Mr. Wong, aged 66, was appointed as an independent non-executive Director of the Company since 14 September 2016 and he has previously worked in licensed corporations in Hong Kong engaging in securities, futures and corporate finance. Mr. Wong is currently the Chairman of the Hong Kong Securities & Futures Professionals Association. He was formerly an independent non-executive director of Real Nutriceutical Group Limited (stock code: 2010), a company listed on the Main Board of the Stock Exchange.

There is no service contract and fixed term of service between the Company and Mr. Wong. Mr. Wong will be subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. Mr. Wong is entitled to a director’s fee of HK\$10,000.00 per month, which was determined by reference to Mr. Wong’s skill, knowledge and experience and his duties and responsibilities with the Company.

To the best of the Directors’ knowledge, information and belief after having made all reasonable enquiries, Mr. Wong confirmed to the Company that (a) 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 Mr. Wong 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.

Mr. Bonathan Wai Ka Cheung (“Mr. Cheung”)

Mr. Cheung, aged 29, was appointed as independent non-executive Director of the Company since 14 September 2016. He graduated from University of Waterloo, Canada with a Bachelor of Arts in Economics. Mr. Cheung has experience in working in securities brokerage companies in Canada and Hong Kong.

There is no service contract and fixed term of service between the Company and Mr. Cheung. Mr. Cheung will be subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. Mr. Cheung is entitled to a director’s fee of HK\$20,000.00 per month, which was determined by reference to Mr. Cheung’s skill, knowledge and experience and his duties and responsibilities with the Company.

To the best of the Directors’ knowledge, information and belief after having made all reasonable enquiries, Mr. Cheung confirmed to the Company that (a) 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 Mr. Cheung 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.

Ms. Qiu Yumei (“Ms. Qiu”)

Ms. Qiu Yumei, aged 46, was appointed as an independent non-executive Director of the Company with effect from 14 July 2020. She completed the undergraduate correspondence course in Business Management at Guangdong Open University (formerly known as Guangdong Radio and Television University). Ms. Qiu occupied senior management roles in technology and real estate companies for over 17 years having experience in project assessment, negotiation and execution and risk management.

There is no service contract and fixed term of service between the Company and Ms. Qiu. Ms. Qiu will be subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. Ms. Qiu is entitled to a director’s fee of HK\$20,000.00 per month, which was determined by reference to Ms. Qiu’s skill, knowledge and experience and her duties and responsibilities with the Company.

To the best of the Directors’ knowledge, information and belief after having made all reasonable enquiries, Ms. Qiu confirmed to the Company that (a) she 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, she does not hold any other positions in the Company or its subsidiaries; (c) she 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, she 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 Ms. Qiu 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 Wednesday, 30 June 2021 at 11:00 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 2020.
2.
 - (A) To re-elect Mr. Guo Jun Hao as an executive Director;
 - (B) To re-elect Mr. Lin Wanan as an executive Director;
 - (C) To re-elect Mr. Lai Yubin as a non-executive Director;
 - (D) To re-elect Mr. Wei Xiaomin as a non-executive Director;
 - (E) To re-elect Mr. Wong Kwok On as an independent non-executive Director;
 - (F) To re-elect Mr. Bonathan Wai Ka Cheung as an independent non-executive Director;
 - (G) To re-elect Ms. Qiu Yumei as an independent non-executive Director; and
 - (H) To authorise the board of Directors to fix their respective remuneration.
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

NOTICE OF ANNUAL GENERAL MEETING

- (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

NOTICE OF ANNUAL GENERAL MEETING

- (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
Zeng Yongguang
Executive Director

Hong Kong, 27 April 2021

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 or any adjournment thereof (as the case may be).

NOTICE OF ANNUAL GENERAL MEETING

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. As at the date hereof, the executive Directors are Mr. Xu Ming, Mr. Zeng Yongguang, Mr. Guo Jun Hao, Mr. Mai Huazhi and Mr. Lin Wanan; the non-executive Directors are Mr. Lai Yubin and Mr. Wei Xiaomin; and the independent non-executive Directors are Mr. Wong Kwok On, Mr. Bonathan Wai Ka Cheung, Dr. Loke Yu (alias Loke Hoi Lam) and Ms. Qiu Yumei.
6. The register of members of the Company will be closed from Friday, 25 June 2021 to Wednesday, 30 June 2021 (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 Thursday, 24 June 2021.
7. 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. Depending on the development of situation regarding the epidemic nearer the time of the AGM, additional precautionary measures may be implemented as may be appropriate.
8. 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 8:00 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.