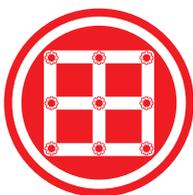


Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance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



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)

**COMPLETION OF ISSUE OF CONVERTIBLE BONDS
UNDER GENERAL MANDATE**

The Board is pleased to announce that all the conditions precedent to the Subscription Agreements have been fulfilled and the completion of the Subscriptions by the Subscribers of the Convertible Bonds in the aggregate principal amount of HK\$15,262,320 took place on 3 March 2023.

Reference is made to the announcement of China Silver Technology Holdings Limited (the “**Company**”) dated 15 February 2023 (the “**Announcement**”) in relation to the issue of Convertible Bonds under General Mandate. Unless the context requires otherwise, capitalised terms in this announcement shall have the same meanings as defined in the Announcement.

COMPLETION OF THE SUBSCRIPTIONS

The Board is pleased to announce that all the conditions precedent to the Subscription Agreements have been fulfilled and the completion of the Subscriptions by the Subscribers of the Convertible Bonds in the aggregate principal amount of HK\$15,262,320 took place on 3 March 2023.

According to the information provided by the Subscribers to the Company, (a) Ms. Li Sidi (the ultimate beneficial owner of Subscriber A) and her family members are nationals and merchants in the PRC principally engaged in the businesses of real estate development, construction and leasing, and the investments in property projects, listed company shares and bonds; and (b) Ms. Wang Shuang (Subscriber B) and her family members are nationals and merchants in the PRC principally engaged in the businesses of real estate development, asset management and the investments in property projects. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of the Subscribers (including the ultimate beneficial owner of Subscriber A, Ms. Li) is an Independent Third Party, is not acting in concert with, nor directly or indirectly related to, each others. Due to the Conversion Restrictions under the terms of the Convertible Bonds, none of the Subscribers should become a substantial shareholder of the Company as a result of the exercise of the Convertible Bonds subscribed by them under the Subscriptions.

Each of Subscriber A and Subscriber B has subscribed for Convertible Bonds in the principal amount of HK\$7,631,160. Based on the initial Conversion Price of HK\$0.114 per Conversion Share, an aggregate of 133,880,000 Conversion Shares will be allotted and issued by the Company upon the exercise in full of the conversion rights attaching to the Convertible Bonds.

The gross and net proceeds from the issue of the Convertible Bonds are approximately HK\$15.26 million and HK\$15 million, respectively. The Company intends to use the net proceeds: (i) as to over 60% for financing the ongoing construction of the New Phase Development of the Group's existing production plant in Zhongshan; and (ii) as to the remaining sum for meeting the Group's liabilities and accruals when they fall due. For the nature and purpose, estimated construction cost and current status of the New Phase Development, please refer to the Company's announcements dated 2 February 2021, 15 December 2022 and 19 December 2022. If any principal amount of the Convertible Bonds remain outstanding and unconverted at their maturity in 3 years' time, the Company intends to set aside sufficient cash from operations and/or future fund-raising activities (if any) to redeem such outstanding bond in cash at that point of time.

Under the terms of the Convertible Bonds, if a bondholder intends to acquire additional Shares to an extent it will become a substantial shareholder (and therefore a connected person) of the Company, it should first notify the Company to enable it to comply with the Listing Rules. Under Rule 14A.90 of the Listing Rules, financial assistance received by the Company from a connected person is fully exempt if it is conducted on normal commercial terms or better and it is not secured by the assets of the Company. Based on the present assessment of the Company by reference to prevailing interest rate environment, a 3-year, 8% p.a. unsecured loan to the Company appears to fall within the range of normal commercial terms or better from the Company's perspective. However, the Company will re-assess the position if and when this situation indeed arises.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

The table below illustrates the shareholding structures of the Company: (i) as at the date of this announcement; and (ii) assuming the full conversion of the Convertible Bonds (but subject to the Conversion Restrictions) and assuming no other changes in the share capital of the Company between now and the full conversion:

	As at the date of this announcement		Immediately upon the full conversion of the Convertible Bonds subject to the Conversion Restrictions under the terms of the Convertible Bonds	
	No. of Shares	%	No. of Shares	%
Connected persons				
Mr. Zeng Yongguang (<i>Note 1</i>)	200,000	0.03	200,000	0.02
Public Shareholders				
Subscriber A (<i>Notes 2 & 3</i>)	59,430,800	8.88	80,249,210	9.99
Subscriber B	–	–	66,940,000	8.33
Other public Shareholders (<i>Note 3</i>)	<u>609,784,594</u>	<u>91.09</u>	<u>655,906,184</u>	<u>81.65</u>
Total	<u><u>669,415,394</u></u>	<u><u>100.00</u></u>	<u><u>803,295,394</u></u>	<u><u>100.00</u></u>

Notes:

- (1) Mr. Zeng Yongguang, an executive Director of the Company, is deemed to be interested in 200,000 Shares held by his spouse, Ms. Zeng Xiaoxian.

- (2) Based on the information provided by Subscriber A, prior to the Subscription, Ms. Li Sidi was deemed to be interested in 59,430,800 Shares, comprising: (a) 14,414,000 Shares which were held by Subscriber A; (b) 43,200,000 Shares which were held by Intelligent South Network Group Limited, a wholly-owned subsidiary of Subscriber A; and (c) 1,816,800 Shares held by Ms. Li personally.
- (3) Under the conversion mechanisms of the Convertible Bonds, Subscriber A would be unable to convert the Convertible Bonds to an extent which would result in it (when aggregated with its associates) becoming a substantial shareholder of the Company, as the Company is entitled to reject or scale-down any conversion notice served upon it which is in breach of the Conversion Restrictions. However, the Convertible Bonds are freely transferable to unconnected persons of the Company. In this shareholding table, for illustration purposes only, we assume Subscriber A exercises the conversion rights in the Convertible Bonds to the maximum extent without being in breach of the Conversion Restrictions, resulting in it owning 9.99% shareholding in the Company, with the remaining Convertible Bonds subscribed by Subscriber A being transferred to unconnected persons who then exercise the conversion rights in full.
- (4) The percentage shareholdings are rounded to the nearest 2 decimal places, and the total sum of the percentages shareholdings may not add up to 100% due to rounding.

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

Hong Kong, 3 March 2023

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 Ms. Liang Jiabin 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.