
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in E Lighting Group Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or to the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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E Lighting Group

E Lighting Group Holdings Limited

壹照明集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 8222

PROPOSALS FOR GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting (the "AGM") of E Lighting Group Holdings Limited (the "Company") to be held at 11:00 a.m. on Friday, 4 September 2015 at Conference Room 5, 29A, Admiralty Centre I, 18 Harcourt Road, Hong Kong is set out on pages 15 to 19 of this circular. A form of proxy for use at the AGM is enclosed with this circular.

Whether or not you are able to attend the AGM, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM should you so wish.

This circular will remain on the "Latest Company Announcements" page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and on the website of the Company at www.elighting.asia.

4 August 2015

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

	<i>Pages</i>
Definitions	1
Letter from the Board	3
Introduction	3
Proposed Grant of Issue Mandate, Repurchase Mandate and Extended Mandate	4
Proposed Re-election of Directors	4
AGM and Proxy Arrangement	5
Responsibility Statement	5
Recommendation	6
General Information	6
Appendix I – Explanatory Statement on the Repurchase Mandate	7
Appendix II – Details of the Retiring Directors Proposed to be Re-elected at the AGM	11
Notice of Annual General Meeting	15

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 11:00 a.m. on Friday, 4 September 2015 at Conference Room 5, 29A, Admiralty Centre I, 18 Harcourt Road, Hong Kong to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 15 to 19 of this circular, or any adjournment thereof
“Articles”	the articles of association of the Company
“Board”	the board of Directors
“close associates”	have the same meaning as ascribed in the GEM Listing Rules
“Companies Law”	The Companies Law, Cap. 22 (Law 3 of 1961 as consolidated and revised) of the Cayman Islands
“Company”	E Lighting Group Holdings Limited (壹照明集團控股有限公司), a company incorporated in the Cayman Islands with limited liability and whose shares are listed on GEM
“core connected person(s)”	have the same meaning as ascribed in the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“Extended Mandate”	a general mandate to add the aggregate number of Shares repurchased by the Company under the Repurchase Mandate to the Issue Mandate, subject to a maximum of 10% of the issued share capital of the Company as at the date of passing of the ordinary resolution granting such mandate
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$” or “Hong Kong dollar(s)”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	the general mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to allot, issue and deal with new Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the ordinary resolution granting such mandate
“Latest Practicable Date”	30 July 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular prior to its publication
“Repurchase Mandate”	the general mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the ordinary resolution granting such mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-back
“%”	per cent



E Lighting Group

E Lighting Group Holdings Limited

壹照明集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 8222

Executive Directors:

Mr. Hue Kwok Chiu (*Chairman*)
Mr. Hui Kwok Keung Raymond (*Chief Executive Officer*)
Mr. Hui Kwok Wing (*Chief Creative Officer*)
Mr. Chou Hing Yan Stephen

Independent Non-executive Directors:

Mr. Chung Wai Man
Mr. Leung Wai Chuen
Ms. Yeung Mo Sheung Ann

Registered Office:

4th Floor
Harbour Place
103 South Church Street
George Town
P.O. Box 10240
Grand Cayman KY1-1002
Cayman Islands

Head Office and

Principal Place of Business:

26th Floor
Tiffan Tower
199 Wanchai Road
Wanchai
Hong Kong

4 August 2015

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE NEW SHARES AND TO REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to: (i) provide you with information regarding certain resolutions to be put forward at the AGM including details of the proposed grant of Issue Mandate, the Repurchase Mandate and the Extended Mandate; (ii) set out an explanatory statement regarding the Repurchase Mandate; (iii) provide you with details of the proposed re-election of retiring Directors; and (iv) give you notice of the AGM.

LETTER FROM THE BOARD

PROPOSED GRANT OF ISSUE MANDATE, REPURCHASE MANDATE AND EXTENDED MANDATE

(a) Issue Mandate and Extended Mandate

At the AGM, ordinary resolutions will be proposed to grant to the Directors a general and unconditional mandate to exercise the powers of the Company (i) to allot, issue and deal with Shares not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the relevant resolution at the AGM (i.e. the Issue Mandate); and (ii) to add the aggregate number of Shares repurchased by the Company under the Repurchase Mandate to the Issue Mandate, subject to a maximum of 10% of the issued share capital of the Company as at the date of passing of the relevant resolution at the AGM (i.e. the Extended Mandate). As at the Latest Practicable Date, a total of 400,000,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company from the Latest Practicable Date to the date of the AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 80,000,000 Shares.

(b) Repurchase Mandate

An ordinary resolution will be proposed at the AGM to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase, on the Stock Exchange, or on any other stock exchange on which the Shares may be listed, Shares not exceeding 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the relevant resolution at the AGM.

In accordance with the requirements of the GEM Listing Rules, an explanatory statement is set out in Appendix I to this circular containing all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate.

PROPOSED RE-ELECTION OF DIRECTORS

By virtue of article 84 of the Articles, the executive Director, Mr. Chou Hing Yan Stephen, will retire and, being eligible, offer himself for re-election at the AGM.

By virtue of article 83 of the Articles, the executive Director, Mr. Hui Kwok Wing, and the independent non-executive Directors, Mr. Chung Wai Man, Mr. Leung Wai Chuen and Ms. Yeung Mo Sheung Ann shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

The Board has received confirmation from Mr. Chung Wai Man, Mr. Leung Wai Chuen and Ms. Yeung Mo Sheung Ann regarding their independence. Taking into account the factors set out in Rule 5.09 of the GEM Listing Rules, the Board considers that all independent non-executive Directors continue to be independent. The Board considers that Mr. Chung Wai Man, Mr. Leung Wai Chuen and Ms. Yeung Mo Sheung Ann have satisfactorily discharged their duties since their appointment and believes their re-appointment as independent non-executive Directors at the AGM would contribute to the corporate governance matters of the Group.

LETTER FROM THE BOARD

Pursuant to Rule 17.46A of the GEM Listing Rules, a listed issuer shall disclose the details required under Rule 17.50(2) of the GEM Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of the above retiring Directors are set out in Appendix II to this circular.

AGM AND PROXY ARRANGEMENT

The notice of the AGM is set out on pages 15 to 19 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, the granting of the General Mandates and the re-election of Directors.

Pursuant to the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the GEM website (www.hkgem.com) and the Company's website (www.elighting.asia) respectively. Whether or not you are able to attend the AGM, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof if you so wish and in such event, the proxy form shall be deemed to be revoked.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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: (i) the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive; and (ii) 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 the granting of the Issue Mandate, the Repurchase Mandate and the Extended Mandate and the re-election of Directors are in the best interests of the Group and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory Statement on the Repurchase Mandate) and Appendix II (Details of the retiring Directors proposed to be re-elected at the AGM) to this circular.

Yours faithfully,
By order of the Board
E Lighting Group Holdings Limited
Hue Kwok Chiu
Chairman

This Appendix serves as an explanatory statement, as required by the GEM Listing Rules, to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 400,000,000 Shares.

Subject to the passing of the ordinary resolution set out in item 6 of the notice of the AGM in respect of the granting of the Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the AGM, i.e. 400,000,000 Shares, the Directors would be authorized under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, an aggregate nominal amount of Shares not exceeding HK\$400,000 (equivalent to 40,000,000 Shares), representing 10% of the aggregate nominal amount of the Shares in issue as at the date of the AGM.

2. REASONS FOR REPURCHASE OF SHARES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole.

Repurchases of Shares may, depending on market conditions and funding arrangements at the time, result in an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the granting of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles and the applicable laws of the Cayman Islands.

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 March 2015) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period.

However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase may be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert (within the meaning under the Takeovers Code), 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 for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date and insofar as the Directors are aware, the following Directors and substantial shareholders of the Company have interests in the Company are as follows:

Name of Shareholders	Number of issued ordinary Shares held	Percentage of the issued share capital of the Company	Approximate percentage of shareholding if Repurchase Mandate is exercised in full
Mr. Hui Kwok Keung Raymond (Note 1)	210,000,000	52.5%	58.33%
Time Prestige Ventures Limited	210,000,000	52.5%	58.33%
Mr. Hue Kwok Chiu (Note 2)	45,000,000	11.25%	12.5%
Star Adventure Holdings Limited	45,000,000	11.25%	12.5%
Ms. Ng Hiu Ying (Note 3)	45,000,000	11.25%	12.5%
Mr. Chou Hing Yan Stephen (Note 4)	36,000,000	9%	10%
Time Palace Holdings Limited	36,000,000	9%	10%
Ms. Chow Kam Yiu (Note 5)	36,000,000	9%	10%

Notes:

1. These shares are held by Time Prestige Ventures Limited, a company wholly-owned by Mr. Hui Kwok Keung Raymond.
2. These shares are held by Star Adventure Holdings Limited, a company wholly-owned by Mr. Hue Kwok Chiu.

3. Ms. Ng Hiu Ying is the spouse of Mr. Hue Kwok Chiu. Under the SFO, Ms. Ng Hiu Ying is deemed to be interested in the same number of shares in which Mr. Hue Kwok Chiu is interested.
4. These shares are held by Time Palace Holdings Limited, a company wholly-owned by Mr. Chou Hing Yan Stephen.
5. Ms. Chow Kam Yiu is the spouse of Mr. Chou Hing Yan Stephen. Under the SFO, Ms. Chow Kam Yu is deemed to be interested in the same number of shares in which Mr. Chou Hing Yan Stephen is interested.

The Directors are not aware of any consequences, which may arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate. As at the Latest Practicable Date, so far as is known to the Directors, no Shareholder may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code in the event that the Directors exercise the power in full to repurchase Shares pursuant to the Repurchase Mandate. The Directors will exercise the powers conferred by the Repurchase Mandate to repurchase Shares in circumstances, which they deem appropriate for the benefits of the Company and the Shareholders as a whole. However, the Directors have no present intention to exercise the Repurchase Mandate to the extent that the number of Shares in the hands of the public would fall below the prescribed minimum percentage of 25%.

6. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates, have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

The Company has not been notified by any core connected persons of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

7. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchases of Shares have been made by the Company in the six months preceding the date of this circular, whether on the GEM or otherwise.

8. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares have traded on the GEM during each of the following months since the Shares commenced trading on the Stock Exchange on 29 September 2014 and up to the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2014		
September (commenced trading on 29 September 2014)	5.520	3.500
October	6.260	1.090
November	1.310	0.900
December	0.930	0.520
2015		
January	0.640	0.510
February	0.550	0.420
March	0.810	0.420
April	0.850	0.560
May	1.170	0.700
June	1.030	0.680
July (up to the Latest Practicable Date)	0.740	0.380

Pursuant to the GEM Listing Rules, the details of the Directors who will retire at the AGM according to the Articles of Association and will be proposed to be re-elected at the AGM are provided below.

EXECUTIVE DIRECTORS

Mr. Chou Hing Yan Stephen (“Mr. Chou”), aged 52, was appointed as an executive Director on 26 February 2014. Mr. Chou is one of the founders of the Group and a director of certain subsidiaries of the Company. Mr. Chou is responsible for the business, operations and overall strategic planning and business expansion plans of the Group.

Mr. Chou has over 11 years of experience in lighting and furniture retails business in Hong Kong and obtained a Bachelor’s degree in commerce from McMaster University of Canada in June 1987.

Mr. Chou has entered into a service agreement with the Company for an initial fixed term of two years from 11 September 2014, which will continue thereafter until terminated by not less than three months’ written notice or payment in lieu to the other party. Mr. Chou is entitled to a remuneration of HK\$444,000 per annum which was determined with reference to his duties and responsibilities with the Company.

As at the Latest Practicable Date, Mr. Chou is deemed to be interested in 36,000,000 Shares, representing approximately 9% of the issued share capital of the Company, held through Time Palace Holdings Limited, (a company which is wholly, beneficially and directly owned by Mr. Chou) within the meaning of Part XV of the SFO. Save as disclosed, as at the date hereof, Mr. Chou did not have any other interests in shares and underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Hui Kwok Wing, aged 53, was appointed as an executive Director on 19 June 2015. Mr. Hui Kwok Wing is chief creative officer of the Group and responsible for the business development of the Group. Mr. Hui Kwok Wing is the elder brother of Mr. Hui Kwok Keung Raymond and Mr. Hue Kwok Chiu.

Mr. Hui Kwok Wing has over 22 years experience in concept creation, product design, design management and retail business management and obtained Bachelor of arts degree in industrial design from the Hong Kong Polytechnic University in 1989.

Mr. Hui Kwok Wing has entered into a service agreement with the Company for an initial fixed term of two years from 19 June 2015, which will continue thereafter until terminated by not less than three months’ written notice or payment in lieu to the other party. Mr. Hui Kwok Wing is entitled to a remuneration of HK\$444,000 per annum which was determined with reference to his duties and responsibilities with the Company.

As at the Latest Practicable Date, Mr. Hui Kwok Wing did not have any interests in shares and underlying shares of the Company within the meaning of Part XV of the SFO.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chung Wai Man (“Mr. Chung”), aged 51, was appointed as an independent non-executive Director on 11 September 2014. Mr. Chung is responsible for providing independent judgment on the issue of strategy, performance, resources and standard of conduct of the Group.

Mr. Chung obtained a Bachelor’s degree (honours) in social sciences from the University of Hong Kong in December 1989 and a Master’s degree in international business management from the City University of Hong Kong in November 1998.

Mr. Chung became an associate member of the Hong Kong Institute of Certified Public Accountants in April 1995 and a fellow member of the Association of Chartered Certified Accountants in the United Kingdom in November 1999.

Mr. Chung has around 25 years of experience in accounting, taxation and finance and is currently the chief financial officer of a private group. Mr. Chung is currently an independent non-executive director of Legend Strategy International Holdings Group Company Limited (stock code: 1355), which is listed on the Main Board of the Stock Exchange.

Mr. Chung has entered into a service agreement with the Company for an initial fixed term of two years from 11 September 2014, which will continue thereafter until terminated by not less than three months’ written notice or payment in lieu to the other party. Mr. Chung is entitled to a remuneration of HK\$180,000 per annum which was determined with reference to his duties and responsibilities with the Company.

As at the Latest Practicable Date, Mr. Chung did not have any interests in shares and underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Leung Wai Chuen (“Mr. Leung”), aged 49, was appointed as an independent non-executive Director on 11 September 2014. Mr. Leung is responsible for providing independent judgment on the issue of strategy, performance, resources and standard of conduct of the Group.

Mr. Leung obtained a Bachelor’s degree in social sciences from the University of Hong Kong in December 1989, a Master’s degree in business administration jointly awarded by the University of Wales and the University of Manchester in July 2001 and a Master’s degree in business (logistics management) from Royal Melbourne Institute of Technology (now known as RMIT University) in September 2007.

Mr. Leung is a practising member of the Hong Kong Institute of Certified Public Accountants, a fellow of the Association of Chartered Certified Accountants of the United Kingdom and an associate of the Hong Kong Institute of Chartered Secretaries and Institute of Chartered Secretaries and Administrators respectively.

Mr. Leung has over 24 years' experience in auditing, accounting, financial management and company secretarial matters. He worked for and held senior positions in various listed companies in Hong Kong and was responsible for their finance, accounting and company secretarial functions. Mr. Leung is the company secretary of Grand Ming Group Holdings Limited since July 2013, a company listed on the Main Board of the Stock Exchange (stock code: 1271).

Mr. Leung has entered into a service agreement with the Company for an initial fixed term of two years from 11 September 2014, which will continue thereafter until terminated by not less than three months' written notice or payment in lieu to the other party, and is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Articles. Mr. Leung is entitled to a remuneration of HK\$180,000 per annum which was determined with reference to his duties and responsibilities with the Company.

As at the Latest Practicable Date, Mr. Leung did not have any interests in shares and underlying shares of the Company within the meaning of Part XV of the SFO.

Ms. Yeung Mo Sheung Ann ("Ms. Yeung"), aged 50, was appointed as an independent non-executive Director on 11 September 2014. Ms. Yeung is responsible for providing independent judgment on the issue of strategy, performance, resources and standard of conduct of our Group.

Ms. Yeung obtained a Bachelor of arts degree in Retail Marketing with honours from the Manchester Metropolitan University in the United Kingdom in June 1994. She pursued her further study on legal course and obtained a Diploma in legal practice from the Manchester Metropolitan University in the United Kingdom in July 1998.

Ms. Yeung became a qualified solicitor of Hong Kong in December 2000.

Ms. Yeung has over 14 years of experience in legal field in private practise working with various law firms in Hong Kong. She is currently a legal consultant of Messrs. Wong & Wong Solicitors since July 2012. Ms. Yeung is currently an independent non-executive director of Success Universe Group Limited (stock code: 487, formerly known as Macau Success Limited) and Dejin Resources Group Company Limited (stock code: 1163), both companies whose issued shares are listed on the Main Board of the Stock Exchange. Ms. Yeung is currently also an independent non-executive director of Merdeka Resources Holdings Limited, which is listed on GEM (stock code: 8163). Ms. Yeung was also an independent non-executive director of Hao Wen Holdings Limited from January 2011 to July 2014, which is listed on the GEM (stock code: 8019).

Ms. Yeung has entered into a service agreement with the Company for an initial fixed term of two years from 11 September 2014, which will continue thereafter until terminated by not less than three months' written notice or payment in lieu to the other party, and is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Articles. Ms. Yeung is entitled to a remuneration of HK\$180,000 per annum which was determined with reference to her duties and responsibilities with the Company.

As at the Latest Practicable Date, Ms. Yeung did not have any interests in shares and underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, each of Mr. Chou, Mr. Hui Kwok Wing, Mr. Chung, Mr. Leung and Ms. Yeung (i) has not held any directorship in any other public companies which securities are listed on any securities market in Hong Kong or overseas in the last three years; (ii) does not hold any position in the Company or any of its subsidiaries; (iii) does not have any relationship with any other directors, senior management or substantial or controlling shareholders; and (iv) does not have other major appointments or professional qualifications.

Save as disclosed above, there are no other matters concerning the re-elections of Mr. Chou, Mr. Hui Kwok Wing, Mr. Chung, Mr. Leung and Ms. Yeung that need to be brought to the attention of the Shareholders nor is there any information required to be disclosed pursuant to the requirements of Rule 17.50(2) (h) to (v) of the GEM Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



E Lighting Group

E Lighting Group Holdings Limited

壹照明集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 8222

NOTICE IS HEREBY GIVEN that the annual general meeting (“AGM”) of E Lighting Group Holdings Limited (the “Company”) will be held at 11:00 a.m. on Friday, 4 September 2015, at Conference Room 5, 29A, Admiralty Centre I, 18 Harcourt Road, Hong Kong for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and auditor of the Company for the year ended 31 March 2015;
2.
 - (a) To re-elect Mr. Chou Hing Yan Stephen as an executive director of the Company;
 - (b) To re-elect Mr. Hui Kwok Wing as an executive director of the Company;
 - (c) To re-elect Mr. Chung Wai Man as an independent non-executive director of the Company;
 - (d) To re-elect Mr. Leung Wai Chuen as an independent non-executive director of the Company;
 - (e) To re-elect Ms. Yeung Mo Sheung Ann as an independent non-executive director of the Company;
3. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company;
4. To re-appoint BDO Limited as auditor of the Company and to authorise the board of directors of the Company to fix their remuneration;

NOTICE OF ANNUAL GENERAL MEETING

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

5. **“THAT**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and otherwise deal with additional Shares or securities convertible into shares, options, warrants or similar rights to subscribe for any shares, and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted and issued or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of options under any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares of the Company or right to acquire shares of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares of the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution and the said approval shall be limited accordingly;
- (d) for the purpose of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held; or

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution;

“Rights Issue” means an offer of shares of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the directors of the Company to holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

6. “THAT

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares of the Company on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, subject to and in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Law (as revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company which may be repurchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) shall be limited accordingly;
- (c) for the purposes of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held; or
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”
7. “**THAT** conditional upon resolutions nos. 5 and 6 above being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with shares of the Company pursuant to resolution no. 5 above be and hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted by the directors of the Company pursuant to such general mandate an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 6 above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution.”

Yours faithfully,
By order of the Board
E Lighting Group Holdings Limited
Hue Kwok Chiu
Chairman

Hong Kong, 4 August 2015

Registered Office:
4th Floor
Harbour Place
103 South Church Street
George Town
P.O. Box 10240
Grand Cayman KY1-1002
Cayman Islands

*Head Office and Principal Place of
Business:*
26th Floor
Tiffan Tower
199 Wanchai Road
Wanchai
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (a) The register of members of the Company will be closed from Wednesday, 2 September 2015 to Friday, 4 September 2015, both dates inclusive, during which period no transfer of shares will be registered. In order to attend the AGM, all transfer of shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 1 September 2015.
- (b) Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (c) To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy thereof, must be lodged at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjourned meeting (as the case may be).
- (d) Completion and return of the form of proxy shall not preclude members from attending and voting in person at the AGM or at any adjourned meeting (as the case may be) should they so wish, and in such case, the form of proxy previously submitted by such member(s) shall be deemed to be revoked.
- (e) Where there are joint registered holders of any share(s) of the Company, any one of such persons may vote at any meeting, either in person or by proxy, in respect of such share(s) as if he were solely entitled thereto; but if more than one of such joint holders are present at the meeting personally or by proxy, the vote of that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share(s) shall be accepted to the exclusion of the votes of the other joint holders.
- (f) An explanatory statement containing further details regarding resolution no. 6 above set out in Appendix I to the circular of which this notice of AGM forms part (the "Circular").
- (g) Details of the retiring directors of the Company are set out in Appendix II to the Circular.
- (h) A form of proxy for use at the AGM is published on the GEM website (www.hkgem.com) and the Company's website (www.elighting.asia).
- (i) If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the annual general meeting, the meeting will be postponed. The Company will post an announcement on the GEM website (www.hkgem.com) and the Company's website (www.elighting.asia) to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

As at the date of this notice, the executive Directors are Mr. Hue Kwok Chiu, Mr. Hui Kwok Keung Raymond, Mr. Hui Kwok Wing and Mr. Chou Hing Yan Stephen; the independent non-executive Directors are Mr. Chung Wai Man, Mr. Leung Wai Chuen and Ms. Yeung Mo Sheung Ann.

This notice will remain on the "Latest Company Announcements" page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and will also be published on the Company's website at www.elighting.asia.