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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult a 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 無錫盛力達科技股份有限公司 (Wuxi Sunlit Science and Technology Company Limited*) (the “Company”), you should at once hand this circular, together with the accompanying form of proxy to the purchaser or the transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Sunlit

無錫盛力達科技股份有限公司

Wuxi Sunlit Science and Technology Company Limited*

(A joint stock company established in the People’s Republic of China with limited liability)

(Stock Code: 1289)

**REPORT OF THE DIRECTORS FOR THE YEAR 2017,
REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2017,
ANNUAL REPORT FOR THE YEAR 2017,
THE GROUP’S AUDITED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR 2017,
PROFIT DISTRIBUTION PLAN FOR THE YEAR 2017,
EXTERNAL AUDITOR’S FEES FOR THE YEAR 2017,
RE-APPOINTMENT OF PRICEWATERHOUSECOOPERS
AS THE COMPANY’S EXTERNAL AUDITOR,
RE-ELECTION OF DIRECTORS,
RE-ELECTION OF SUPERVISORS,
PURCHASE OF DIRECTORS’ LIABILITY INSURANCE,
GENERAL MANDATE TO ISSUE SHARES,
GENERAL MANDATE TO REPURCHASE H SHARES,
PURCHASE OF WEALTH MANAGEMENT PRODUCTS
WITH TEMPORARY IDLE PROCEEDS
AND
NOTICES OF ANNUAL GENERAL MEETING AND CLASS MEETINGS**

Notices of convening the annual general meeting (the “AGM”) and the respective class meetings (the “Class Meetings”) for holders of H shares and domestic shares of the Company to be held at 1 Yanxin Road East, Huishan Economic Development Zone, Wuxi, Jiangsu Province, the People’s Republic of China (the “PRC”) at 10:00 a.m., 10:30 a.m. and 11:00 a.m., respectively, on Friday, 8 June 2018 are set out on pages 15 to 30 of this circular. Whether or not you are able to attend and vote at the AGM and the Class Meetings, you are requested to complete and return the relevant form of proxy in accordance with the instructions printed thereon to the H Share registrar and transfer office 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 (in respect of H Shares), or to the Company’s registered office in the PRC at 1 Yanxin Road East, Huishan Economic Development Zone, Wuxi, Jiangsu Province, PRC (in respect of Domestic Shares) as soon as possible but in any event by not later than 24 hours before the time appointed for holding of the AGM and the Class Meetings or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM and Class Meetings or any adjourned meeting should you so wish.

* For identification purposes only

23 April 2018

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DEFINITIONS

In this circular, the following expressions have the meanings set out below unless the context requires otherwise.

“AGM”	the annual general meeting of the Company to be held at 1 Yanxin Road East, Huishan Economic Development Zone, Wuxi, Jiangsu Province, PRC at 10:00 a.m. on Friday, 8 June 2018, or any adjournment thereof
“AGM Notice”	the notice of the AGM as set out on pages 15 to 22 of this circular
“Articles of Association”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“Board”	the board of Directors
“Class Meeting Notices”	the notices for convening the Class Meetings as set out on pages 23 to 30 of this circular
“Class Meetings”	the class meeting for holders of H Shares to be held immediately after the conclusion of the AGM and the class meeting for holders of Domestic Shares to be held immediately after the conclusion of the said class meeting for holders of H Shares, or any adjournment thereof respectively
“close associate(s)”	has the meaning as defined in the Listing Rules
“Company”	無錫盛力達科技股份有限公司 (Wuxi Sunlit Science and Technology Company Limited*), a joint stock company incorporated in the PRC with limited liability
“Company Law”	《中華人民共和國公司法》(the Company Law of the PRC*), as amended, supplemented or otherwise modified from time to time
“core connected person(s)”	has the meaning as defined in the Listing Rules
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	the domestic share(s) in the share capital of the Company with a par value of RMB1.00 each, which are subscribed or to be subscribed for in Renminbi by investors inside the PRC
“Group”	the Company and its subsidiaries
“H Share(s)”	the overseas listed foreign invested share(s) in the share capital of the Company with a par value of RMB1.00 each, which are subscribed for and traded in HK\$ and listed on The Stock Exchange of Hong Kong Limited

DEFINITIONS

“H Share Registrar”	Union Registrars Limited
“HKD” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue and deal with the Domestic Shares and/or H Shares for an aggregate number not exceeding 20% of the number of each of the Domestic Shares and H Shares in issue as at the date of passing of the relevant resolution
“Latest Practicable Date”	15 April 2018, being the latest practicable date prior to printing of this circular for the purpose of ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“Mandatory Provisions”	《到境外上市公司章程必備條款》 (the Mandatory Provisions for the Articles of Association of the Companies to be Listed Overseas) issued on 27 August 1994 by the State Council Securities Policy Committee and the State Commission for Restructuring the Economic System of the PRC
“PRC”	The People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase H Shares for a total number not exceeding 10% of the number of the H Shares in issue as at the date of the passing of the relevant resolution
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“SAFE”	State Administration of Foreign Exchange of the PRC
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (as amended, supplemented or modified from time to time)
“Share(s)”	the Domestic Share(s) and the H Share(s)
“Shareholder(s)”	holder(s) of the Shares

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company established pursuant to the Company Law
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs of Hong Kong issued by the Securities and Futures Commission, as amended, supplemented or otherwise modified from time to time

For ease of reference, the names of the PRC-incorporated companies and entities as well as PRC applicable laws and regulations have been included in this circular in both the Chinese and English languages. In the event of any inconsistency, the Chinese names shall prevail.

* *For identification purposes only*



無錫盛力達科技股份有限公司

Wuxi Sunlit Science and Technology Company Limited*

(A joint stock company established in the People's Republic of China with limited liability)

(Stock Code: 1289)

Executive Directors:

Mr. Zhang Degang (*Chairman*)
Mr. Zhang Deqiang

Non-executive Directors:

Ms. Zhang Jinghua
Mr. Gao Feng

Independent non-executive Directors:

Mr. Liu Chaojian
Mr. Ho Yuk Ming, Hugo
Mr. Gao Fuping

*Registered office and
headquarters in the PRC:*

1 Yanxin Road East
Huishan Economic Development Zone
Wuxi
Jiangsu Province
PRC

*Principal place of business
in Hong Kong:*

33rd Floor
Shui On Centre
6-8 Harbour Road
Wanchai
Hong Kong

23 April 2018

To the Shareholders,

Dear Sir/Madam,

**REPORT OF THE DIRECTORS FOR THE YEAR 2017,
REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2017,
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LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to give you the AGM Notice and Class Meeting Notices and provide you with relevant information to enable you to make informed decision on whether to vote for or against the resolutions to be proposed at the AGM and Class Meetings for (among others) the following issues, to be approved by way of ordinary resolutions and special resolutions:

ORDINARY RESOLUTIONS

- (1) Report of the Directors for the year 2017;
- (2) Report of the board of Supervisors for the year 2017;
- (3) Annual report for the year 2017;
- (4) The Group's audited consolidated financial statements for the year 2017;
- (5) Profit distribution plan for the year 2017;
- (6) External auditor's fees for the year 2017;
- (7) Re-appointment of PricewaterhouseCoopers as the Company's external auditor;
- (8) Re-election of Directors;
- (9) Re-election of Supervisors; and
- (10) Purchase of Directors' liability insurance.

SPECIAL RESOLUTIONS

- (11) General mandate to issue Shares;
- (12) General mandate to repurchase H Shares; and
- (13) Purchase of wealth management products with temporary idle proceeds.

(1) DIRECTORS' REPORT FOR THE YEAR 2017

An ordinary resolution will be proposed at the AGM to approve the report of the Directors for the year 2017, the text of which is set out in the Company's annual report dated 23 April 2018.

(2) REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2017

An ordinary resolution will be proposed at the AGM to approve the report of the board of Supervisors for the year 2017, the text of which is set out in the Company's annual report dated 23 April 2018.

LETTER FROM THE BOARD

(3) ANNUAL REPORT FOR THE YEAR 2017

An ordinary resolution will be proposed at the AGM to approve the annual report for the year 2017 dated 23 April 2018.

(4) THE GROUP'S AUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR 2017

An ordinary resolution will be proposed at the AGM to approve the Group's audited consolidated financial statements for the year ended 31 December 2017, the text of which is set out in the Company's annual report dated 23 April 2018.

(5) PROFIT DISTRIBUTION PLAN FOR THE YEAR 2017

Pursuant to the Articles of Association, an ordinary resolution will be proposed at the AGM to approve the Company's profit distribution plan for the year 2017.

The Board proposed the distribution of a final dividend of RMB0.05 per Share (before tax) totalling RMB6.4 million (before tax) for the year ended 31 December 2017. Such dividend will be paid to the holders of the Domestic Shares in RMB and to the holders of the H Shares in HK\$. The actual amount of the H Share dividend paid in HK\$ will be calculated according to the average closing exchange rate of RMB against Hong Kong dollars as published by the People's Bank of China for one calendar week immediately preceding the date of the AGM. If the above profit distribution proposal is approved by the Shareholders at the AGM, the final dividend is expected to be distributed on or about Monday, 16 July 2018 to all Shareholders whose names appear on the register of members of the Company on Wednesday, 20 June 2018.

Pursuant to the enterprise income tax law of the PRC and its implementation rules, which came into force on 1 January 2008 and other relevant rules, where the Company distributes the proposed 2017 final dividend to non-resident enterprise Shareholders whose names appear on the register of members for H Shares of the Company, it is required to withhold enterprise income tax at the rate of 10%. Any H Shares registered in the name of non-individual registered Shareholders, including HKSCC Nominees Limited, other nominees, trustees or other organizations or groups, will be treated as Shares being held by non-resident enterprise Shareholders, and consequently will be subject to the withholding of the enterprise income tax.

According to regulations by the state administration of taxation (Guo Shui Han [2011] No. 348) and relevant laws and regulations, if the individual H Share Shareholders are residents of Hong Kong or Macau or those countries which have entered into a tax treaty with the PRC stipulating a dividend tax rate of 10%, the Company will finally withhold and pay individual income tax at the rate of 10% on behalf of these Shareholders. If the individual H Share Shareholders are residents of those countries which have entered into a tax treaty with the PRC stipulating a dividend tax rate of less than 10%, the Company will make applications on their behalf to seek entitlement of the relevant agreed preferential treatments pursuant to the relevant tax treaty. If the individual H Share Shareholders are residents of those countries which have entered into a tax treaty with the PRC stipulating a

LETTER FROM THE BOARD

dividend tax rate of more than 10% but less than 20%, the Company will withhold and pay individual income tax at the actual tax rate stipulated in the relevant tax treaty. If the individual H Share Shareholders are residents of those countries which have entered into a tax treaty with the PRC stipulating a dividend tax rate of 20%, or those countries which have not entered into any tax treaties with the PRC, or under any other circumstances, the Company will withhold and pay individual income tax at the rate of 20% on behalf of these Shareholders.

The Company will determine the residential status of the individual H Share Shareholders based on the registered address as recorded in the register of members of the Company on Wednesday, 20 June 2018 (the “Registered Address”). If the residential status of any individual H Share Shareholder is not in consistency with that indicated by the Registered Address, such individual H Share Shareholder shall notify the H Share Registrar not later than 4:00 p.m. on Wednesday, 13 June 2018, and provide relevant supporting documents to the H Share Registrar at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong. Any individual H Share Shareholder who fails to provide relevant supporting documents within the time period stated above, may either attend personally or appoint an agent to attend to the relevant procedures in accordance with the requirements under the applicable tax treaty notice(s) prescribed in the PRC.

The Company assumes no responsibilities and disclaims all liabilities whatsoever in relation to the tax status or tax treatment of the individual H Share Shareholder and for any claims arising from any delay in or inaccurate determination of the tax status or tax treatment of the individual H Share Shareholder or any disputes over the withholding mechanism or arrangements.

In order to determine the Shareholders who are entitled to the receipt of the abovementioned 2017 final dividend, the register of members of the Company will be closed from Thursday, 14 June 2018 to Wednesday, 20 June 2018, both days inclusive. To be eligible to receive the final dividend for the year ended 31 December 2017 (subject to the approval of the Shareholders), all share transfer documents accompanied by the relevant share certificates shall be lodged with the H Share Registrar at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong (in respect of H Shares), or the Company’s registered office in the PRC at 1 Yanxin Road East, Huishan Economic Development Zone, Wuxi, Jiangsu Province, PRC (in respect of Domestic Shares) for registration no later than 4:00 p.m. on Wednesday, 13 June 2018.

The Board recommends the Shareholders to authorise the Board to implement the above profit distribution plan, and authorise the Board to further grant its authority to the Company’s management for implementing all relevant matters relating to the above profit distribution plan, having obtained the above authority.

(6) EXTERNAL AUDITOR’S FEES FOR THE YEAR 2017

An ordinary resolution will be proposed at the AGM to approve, confirm and ratify the fees paid or payable to the external auditor of the Company, PricewaterhouseCoopers, for the year ended 31 December 2017.

LETTER FROM THE BOARD

During the year ended 31 December 2017, the remuneration paid or payable to PricewaterhouseCoopers in respect of the audit service provided to the Group was approximately RMB1.49 million (after tax).

(7) RE-APPOINTMENT OF PRICEWATERHOUSECOOPERS AS THE COMPANY'S EXTERNAL AUDITOR

An ordinary resolution will be proposed at the AGM to consider and approve the re-appointment of PricewaterhouseCoopers as the Company's external auditor for a term until the conclusion of the next annual general meeting of the Company, and to authorise the Board to determine its remuneration.

(8) RE-ELECTION OF DIRECTORS

According to article 10.2 of the Articles of Association, the terms of the Directors shall be three years and the Directors shall be elected at a general meeting. Upon the expiry of the term, each of the Directors shall be eligible for re-election.

According to the foregoing provision, Mr. Zhang Degang, Mr. Zhang Deqiang, Ms. Zhang Jinghua, Mr. Gao Feng, Mr. Liu Chaojian, Mr. Gao Fuping and Mr. Ho Yuk Ming, Hugo shall retire by rotation at the AGM. All of the above seven Directors have offered themselves for re-election at the AGM.

In this respect, the ordinary resolutions will be proposed to (a) re-elect Mr. Zhang Degang as an executive Director; (b) re-elect Mr. Zhang Deqiang as an executive Director; (c) re-elect Ms. Zhang Jinghua as a non-executive Director; (d) re-elect Mr. Gao Feng as a non-executive Director; (e) re-elect Mr. Liu Chaojian as an independent non-executive Director; (f) re-elect Mr. Gao Fuping as an independent non-executive Director; and (g) re-elect Mr. Ho Yuk Ming, Hugo as an independent non-executive Director at the forthcoming AGM.

Brief biographical details of the Directors proposed for re-election are set out in Appendix I to this circular.

(9) RE-ELECTION OF SUPERVISORS

The Supervisory Committee shall consist of three Supervisors of which the number of staff representative supervisors, whom shall be appointed through democratic election by the staff of the Company. The remaining Supervisors are external Supervisors (i.e. shareholder representative supervisors) and shall be appointed at a general meeting. Each of the Supervisors shall be appointed for a term of three years. Upon the expiry of the term, each of the Supervisors shall be eligible for re-election.

The term of office of Mr. Peng Jiashan and Ms. Wei Yi, the external Supervisors, shall retire by rotation at the AGM. Mr. Peng Jiashan and Ms. Wei Yi have offered themselves for re-election at the AGM.

LETTER FROM THE BOARD

In this respect, the ordinary resolutions will be proposed to (a) re-elect Mr. Peng Jiashan as a Supervisor; and (b) re-elect Ms. Wei Yi as a Supervisor at the forthcoming AGM.

Brief biographical details of the Supervisors proposed for re-election are set out in Appendix I to this circular.

(10) PURCHASE OF DIRECTORS' LIABILITY INSURANCE

The Company intends to purchase liability insurance for the Directors in compliance with the requirements of the Listing Rules, in order to avoid the risk of litigation arising from the performance of their respective functions and protecting the Company against the risk of litigation.

The Board will propose at the AGM for the approval of continuing the purchase of Directors' liability insurance and to authorise the Board to determine all relevant issues including, without limitation, insurance institutions, terms of insurance and insured amount, and to authorise the chairman of the Board or other person(s) authorised by the Board to sign the relevant insurance documents.

(11) GENERAL MANDATE TO ISSUE SHARES

The Directors have been granted a general mandate to allot, issue and deal with the Shares pursuant to a special resolution of the Company passed at the annual general meeting of the Company held on 9 June 2017. As at the Latest Practicable Date, such general mandate has not been utilised and will lapse at the conclusion of the AGM. In order to ensure flexibility and discretion to the Directors if it becomes desirable to issue any additional Domestic Shares and/or H Shares, approval is being sought from the Shareholders for the Issue Mandate, i.e. a general mandate granted to the Board to exercise all powers of the Company to allot, issue and deal with the Domestic Shares and/or H Shares for an aggregate number not exceeding 20% of the number of each of the Domestic Shares and H Shares in issue as at the date of passing of the relevant resolution. A special resolution will be proposed at the AGM for such approval.

The Issue Mandate, if granted, will expire on the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any other applicable laws to be held; or (iii) the date on which the Issue Mandate is revoked or varied by a special resolution of the Shareholders at a general meeting.

As at the Latest Practicable Date, there were in issue in aggregate of 96,000,000 Domestic Shares and 32,000,000 H Shares. Assuming no additional H Shares and/or Domestic Shares will be allotted or issued and no H Shares and/or Domestic Shares are repurchased by the Company after the Latest Practicable Date and up to the date of the AGM, if the Issue Mandate is fully exercised, the Board will be authorised to issue an additional 19,200,000 Domestic Shares and 6,400,000 H Shares.

LETTER FROM THE BOARD

(12) GENERAL MANDATE TO REPURCHASE H SHARES

Share Repurchase

The Company Law, the Mandatory Provisions and the Articles of Association provide for certain restrictions on share repurchase which are applicable to all classes of shares of the Company.

The Company Law (to which the Company is subject) provides that a joint stock company incorporated in the PRC may not repurchase its shares unless such repurchase is effected for the purpose of (a) reducing its registered capital; (b) in connection with a merger between itself and another entity that holds its shares; (c) granting shares as reward to the staff of the company; or (d) the repurchase is made at the request of its shareholders who disagrees with shareholders' resolutions in connection with a merger or division. The Mandatory Provisions, which the Company has incorporated in the Articles of Association, provide that subject to the approval of the relevant PRC governing authorities and in compliance with the Articles of Association, the Company may repurchase its issued Shares for the purposes mentioned above and in other circumstances permitted by laws or administrative regulations.

The Listing Rules permit the shareholders of a PRC joint stock company to grant a general mandate to its directors to repurchase shares of such company that is listed on the Stock Exchange. Such mandate is required to be given by way of a special resolution passed by its shareholders in general meeting and special resolution passed by holders of domestic shares and holders of H shares at separate meetings.

The H Shares are traded on the Stock Exchange in HK\$. Therefore, the repurchase of the H Shares by the Company is subject to the approval of the SAFE (or its successor authority), and the price payable by the Company upon any repurchase of H Shares will be paid in HK\$.

In accordance with the requirements of article 4.2 of Articles of Association applicable to capital reduction, the Company will have to notify its creditors of the passing of the resolution for the reduction of the registered capital of the Company within 10 days after passing of such resolution and also shall publish an announcement in a newspaper within 30 days of the date of such resolution. A creditor has the right within 30 days of receipt of the notice from the Company or, in the case of a creditor who does not receive such notice, within 45 days of the date of the said announcement, to require the Company to discharge its debts or to provide a corresponding guarantee for such debt. In addition, the Company Law provides that the shares repurchased by a company will have to be cancelled and the registered capital of that company will therefore be reduced by an amount equivalent to the total number of issued shares so cancelled.

LETTER FROM THE BOARD

Repurchase Mandate

The Directors have been granted a general mandate to exercise all powers of the Company to repurchase the Shares pursuant to a special resolution of the Company passed at the annual general meeting of the Company held on 9 June 2017. As at the Latest Practicable Date, such general mandate has not been utilised and will lapse at the conclusion of the AGM. In order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to repurchase any H Shares (including where such repurchase may lead to an enhancement of the net asset value per Share and/or the earnings per Share), approval is being sought from the Shareholders for the grant of the Repurchase Mandate to the Directors. In accordance with the legal and regulatory requirements described above, the Directors will give notices to convene the AGM and the Class Meetings. At each such meeting, a special resolution will be proposed to grant to the Directors the Repurchase Mandate which is a conditional general mandate to repurchase H Shares in issue on the Stock Exchange for a total number not exceeding 10% of the number of H Shares in issue of the Company as at the date of passing of the relevant resolutions.

The Repurchase Mandate will be conditional upon (a) the special resolution for approving the grant of the Repurchase Mandate being passed at each of the AGM and the Class Meetings; and (b) the approvals of SAFE (or its successor authority) and/or any other regulatory authorities as may be required by the applicable laws, rules and regulations of the PRC being obtained by the Company if appropriate. If the above conditions are not fulfilled, the Repurchase Mandate will not be exercised by the Directors.

The Repurchase Mandate if granted, will expire on the earliest of (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any other applicable laws to be held; or (c) the date on which the authority conferred by the special resolution is revoked or varied by a special resolution of the Shareholders at a general meeting and by a special resolution of holders of H Shares or holders of Domestic Shares at their respective Class Meetings.

An explanatory statement giving certain information regarding the Repurchase Mandate is set out in Appendix II to this circular.

(13) PURCHASE OF WEALTH MANAGEMENT PRODUCTS WITH TEMPORARY IDLE PROCEEDS

At the annual general meeting of the Company held on 9 June 2017, the Board has been authorised by the Company to exercise the investment decision of the utilisation of the temporary idle proceeds and, within one year from the approval at such meeting, to exercise the decision-making power regarding purchase of wealth management products within the cap of RMB35 million and sign relevant legal documents. Such authority will expire at the AGM.

LETTER FROM THE BOARD

To continue to enhance the efficiency of utilisation of the Group's temporary idle proceeds, the Company intends to continue to apply part of the temporary idle proceeds, on the condition that the construction of the committed projects and planned usage of proceeds for such construction will not be affected, to the purchase of wealth management products issued by financial institutions that offer high level of safety and limited liquidity with principal preservation terms for the increase of capital gains in order to enhance the utilisation and effect of the Company's temporary idle proceeds, thereby further increase the overall income of the Company and seek better investment returns for the benefits of the Company and the Shareholders as a whole. The proposed wealth management products to be invested are summarised below:

(I) Varieties of entrusted wealth management products

The varieties to be invested are investment wealth management products that offer high level of safety and limited liquidity with principal preservation terms. The investment products shall not be pledged, and designated clearing accounts (if applicable) of the products shall not be deposited with non-proceeds or for usage otherwise.

(II) Investment cap

The amount of a single purchase of wealth management products by the Group or unexpired wealth management products held at any time shall not exceed RMB35 million in aggregate. Rolling purchase can be made within the abovementioned cap.

(III) Term of investment

Term of purchase of wealth management products with temporary idle proceeds shall not exceed 12 months.

(IV) Source of funding and manner of implementation

Funding for purchase of wealth management products shall be solely limited to temporary idle proceeds of the Company from the Listing. Within the range of cap as mentioned above, it is proposed that the Board shall be authorised at the AGM to exercise such investment decision and the Board shall be authorised, within one year commencing from the approval at the AGM, to exercise the decision-making power regarding purchase of wealth management products within the abovementioned cap and sign relevant legal documents.

LETTER FROM THE BOARD

(14) THE AGM AND CLASS MEETINGS

Notices of the AGM and Class Meetings

The AGM and Class Meetings will be held at 10:00 a.m., 10:30 a.m. and 11:00 a.m., respectively, on Friday, 8 June 2018 at 1 Yanxin Road East, Huishan Economic Development Zone, Wuxi, Jiangsu Province, PRC. The notices of the AGM and Class Meetings are set out on pages 15 to 30 of this circular.

Closure of register of members

The register of members of the Company will be closed from Wednesday, 9 May 2018 to Friday, 8 June 2018, both days inclusive, during which period no transfer of Shares will be effected. In order to be qualified to attend and vote at the AGM and Class Meetings, all completed share transfer documents accompanied by the relevant share certificates must be lodged with the H Share Registrar at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong (in respect of the H Shares), or the Company's registered office in the PRC at 1 Yanxin Road East, Huishan Economic Development Zone, Wuxi, Jiangsu Province, PRC (in respect of Domestic Shares) no later than 4:00 p.m. on Tuesday, 8 May 2018.

The register of members of the Company will be closed from Thursday, 14 June 2018 to Wednesday, 20 June 2018, both days inclusive, during which period no transfer of shares will be effected. In order to be qualified for receiving the proposed final dividend for the year ended 31 December 2017, all completed share transfer documents accompanied by the relevant share certificates must be lodged with the H Share Registrar at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong (in respect of the H Shares), or the Company's registered office in the PRC at 1 Yanxin Road East, Huishan Economic Development Zone, Wuxi, Jiangsu Province, PRC (in respect of the Domestic Shares) no later than 4:00 p.m. on Wednesday, 13 June 2018.

Attendance slip and proxy form

If you are eligible and intend to attend the AGM and Class Meetings, please complete and return the relevant attendance slip in accordance with the instructions printed thereon as soon as possible and in any event on or before Friday, 18 May 2018.

Shareholders who intend to attend the AGM and Class Meetings by proxy are requested to complete and return the form of proxy, in accordance with the instructions printed thereon as soon as possible and in any event no later than 24 hours before the time appointed for the holding of the AGM and Class Meetings 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 and Class Meetings or any adjournment thereof should you so wish.

LETTER FROM THE BOARD

Voting by poll

Pursuant to Rule 13.39(4) of the Listing Rules, resolutions to be proposed at general meetings must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the AGM and Class Meetings will therefore demand a poll for every resolution put to the vote at the AGM and Class Meetings. On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorised representative shall have one vote for each Share registered in his or her name in the register of members of the Company. A Shareholder entitled to more than one vote need not use all his or her votes or cast all the votes he or she uses in the same way.

RESPONSIBILITY STATEMENT

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

RECOMMENDATION

The Directors considers that all resolutions set out in the AGM Notice and the Class Meeting Notices for the Shareholders' consideration and approval are in the best interests of the Company and the Shareholders as a whole. As such, the Board recommends the Shareholders to vote in favor of all the resolutions set out in the AGM Notice and the Class Meeting Notices which are to be proposed at the AGM and Class Meetings respectively.

Yours faithfully,

By order of the Board

無錫盛力達科技股份有限公司

Wuxi Sunlit Science and Technology Company Limited*

Zhang Degang

Chairman

* For identification purposes only



無錫盛力達科技股份有限公司

Wuxi Sunlit Science and Technology Company Limited*

(A joint stock company established in the People's Republic of China with limited liability)

(Stock Code: 1289)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of 無錫盛力達科技股份有限公司 (Wuxi Sunlit Science and Technology Company Limited*) (the “Company”) will be held at 1 Yanxin Road East, Huishan Economic Development Zone, Wuxi, Jiangsu Province, the People’s Republic of China (the “PRC”) at 10:00 a.m. on Friday, 8 June 2018 to consider and, if thought fit, to pass, with or without modifications, the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive, consider and approve the report of the board of directors of the Company for the year ended 31 December 2017;
2. To receive, consider and approve the report of the board of supervisors of the Company for the year ended 31 December 2017;
3. To receive, consider and approve the annual report of the Company for the year ended 31 December 2017;
4. To receive, consider and approve the Company’s audited consolidated financial statements for the year ended 31 December 2017;
5. To consider and approve the Company’s profit distribution plan for the year ended 31 December 2017 as set out in the circular of the Company dated 23 April 2018 in respect of the proposed distribution of a final dividend of RMB0.05 per share of the Company (before tax) totalling RMB6.4 million (before tax) for the year ended 31 December 2017 and to authorise the board of directors of the Company (with full power of delegation) to do all acts and sign all documents as it thinks fit for the implementation of such profit distribution plan;
6. To consider and approve, confirm and ratify the fees paid or payable to the external auditor of the Company, PricewaterhouseCoopers, for the year ended 31 December 2017;
7. To consider and approve the re-appointment of PricewaterhouseCoopers as the Company’s external auditor for a term until the conclusion of the next annual general meeting of the Company, and to authorise the board of directors of the Company to determine its remuneration;

* For identification purposes only

NOTICE OF 2017 ANNUAL GENERAL MEETING

8. To consider and approve the re-election of Mr. Zhang Degang as an executive director of the Company;
9. To consider and approve the re-election of Mr. Zhang Deqiang as an executive director of the Company;
10. To consider and approve the re-election of Ms. Zhang Jinghua as a non-executive director of the Company;
11. To consider and approve the re-election of Mr. Gao Feng as a non-executive director of the Company;
12. To consider and approve the re-election of Mr. Liu Chaojian as an independent non-executive director of the Company;
13. To consider and approve the re-election of Mr. Gao Fuping as an independent non-executive director of the Company;
14. To consider and approve the re-election of Mr. Ho Yuk Ming, Hugo as an independent non-executive director of the Company;
15. To consider and approve the re-election of Mr. Peng Jiashan as a supervisor of the Company;
16. To consider and approve the re-election of Ms. Wei Yi as a supervisor of the Company; and
17. To consider and approve the purchase of directors' liability insurance and to authorise (i) the board of directors of the Company to determine all relevant issues including, without limitation, insurance institutions, terms of insurance and insured amount; and (ii) the chairman or other person(s) authorised by the board of directors of the Company to sign all relevant documents.

SPECIAL RESOLUTIONS

18. To consider and approve the following resolution as a special resolution of the Company:

“THAT:

- (a) subject to the limitations imposed by paragraphs (c) and (d) below and in accordance with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (the “Listing Rules”), the Company Law of the PRC, as well as other applicable laws and regulations, in each case as amended from time to time, a general mandate be granted to the board of directors of the Company (“Board”) to exercise, for once or more than once, all the powers of the Company to allot, issue and deal with domestic shares (the “Domestic Shares”) and/or H shares (the “H Shares”) of the Company or securities

NOTICE OF 2017 ANNUAL GENERAL MEETING

convertible into such shares or options, warrants or similar rights to subscribe for any such shares or such convertible securities (including the power to make or grant any offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which would or might require the exercise of such powers) during the Relevant Period (as defined below).

In exercising the power to allot, issue and deal with the Domestic Shares and/or H Shares, the authority of the Board shall include (but not limited to) the following:

- (i) to determine the number of the Domestic Shares and/or H Shares to be allotted;
 - (ii) to determine the issue price of the new Domestic Shares and/or H Shares;
 - (iii) to determine the date(s) on which the issue of new Domestic Shares and/or H Shares is/are to be commenced and closed;
 - (iv) to determine the number of new Domestic Shares and/or H Shares, if applicable, to be issued to the existing holders of Domestic Shares and/or H Shares;
 - (v) to make or grant an offer, agreement and option necessary for the exercise of such powers; and
 - (vi) where prohibited and required by foreign laws or regulations, or by other reasons which in the opinion of the Board are appropriate, to determine that the offer of subscription for and issue of shares to holders of H Shares shall exclude shareholders residing in the PRC or the offer of subscription for and issue of shares to holders of Domestic Shares shall exclude shareholders residing outside the PRC;
- (b) Upon the exercise of the powers granted to the Board in paragraph (a) above, the Board may during the Relevant Period (as defined below) make and grant any offers, agreements or options which might require the exercise of such powers either during or after expiration of the Relevant Period (as defined below);
- (c) the aggregate number of the Domestic Shares and/or H Shares to be allotted or agreed conditionally or unconditionally to be allotted by the Board pursuant to the authority given under paragraphs (a) above, otherwise than pursuant to (i) a Rights Issue; (ii) any scrip dividend or similar arrangement providing for allotment of shares 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; (iii) the exercise of any right of subscription or conversion under the terms of any bonds, warrants or debentures which may be issued by the

NOTICE OF 2017 ANNUAL GENERAL MEETING

Company or any securities which are convertible into shares of the Company; or (iv) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed (i) 20 percent of the number of the Domestic Shares in issue; and (ii) 20 percent of the number of the H Shares in issue, in each case as at the date of passing this resolution;

- (d) the Board shall only exercise the powers mentioned in paragraph (a) above (i) in accordance with the Company Law of the PRC, the Listing Rules and other applicable laws and regulations (in each case as amended from time to time), and (ii) if all necessary approvals from the China Securities Regulatory Commission and/or other relevant authorities of the PRC have been obtained;

- (e) for the purpose of this resolution,

“Relevant Period” means the period from the date upon which this resolution is passed until whichever is the earlier of:

- (i) the conclusion of the Company’s next 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 other applicable laws to be held; or
- (iii) the date on which the mandate given under this resolution is revoked or varied by a special resolution of the Company in general meeting;

“Rights Issue” means an offer of shares of the Company or offer or issue of options, warrants or other securities giving rights to subscribe for shares of the Company, open for a period fixed by the Board to holders of shares of the Company on the register of members of the Company on a fixed record date in proportion to their holdings of such shares (subject to such exclusion or other arrangements as the Board may deem necessary or expedient in relation to fractional entitlements and having regard to any legal or practical problems, restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong applicable to the Company) and an offer, allotment or issue of shares by way of rights shall be construed accordingly;

- (f) with approval from the relevant authorities and pursuant to the exercise of the powers in paragraph (a) above in accordance with the Company Law of the PRC, the Listing Rules and other applicable laws and regulations, the Board be authorised to increase the registered capital of the Company, the increased amount of which shall be equal to the corresponding amount of the relevant Domestic Shares and/or H Shares allotted and issued pursuant to the exercise of such powers as mentioned in paragraph (a) above, but the registered capital of the Company shall not exceed 120 percent of the amount of registered capital as at the date of passing of this resolution;

NOTICE OF 2017 ANNUAL GENERAL MEETING

- (g) the Board be authorised to (i) make all necessary amendments as it considers appropriate to the articles of association of the Company, so as to reflect changes in the structure of capital of the Company pursuant to the exercise of such powers in paragraph (a) above and in case of issue of new H Shares, subject to the granting by the Listing Committee of the Stock Exchange for listing of and permission to deal in the H Shares in the share capital of the Company proposed to be issued by the Company and the approval by the China Securities Regulatory Commission for the issue of such shares; and (ii) file the amended articles of association of the Company with the relevant authorities of the PRC and to apply for registration with the relevant companies registration authorities in the PRC of the change of registered capital of the Company in accordance with all applicable laws, rules, regulations and/or requirements of the relevant governmental or regulatory body in the PRC.”
19. To consider and approve the following resolution as a special resolution of the Company:
- “THAT:**
- (a) subject to paragraphs (b) and (c) below, a general mandate be granted to the board of directors of the Company (the “Board”) to exercise during the Relevant Period (as defined in paragraph (d) below) all powers of the Company to repurchase H shares in issue of the Company (the “H Shares”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with all applicable laws, rules and regulations and/or requirements of the Rules Governing the Listing of the Securities on the Stock Exchange or of any other stock exchange as amended from time to time;
- (b) the aggregate number of H Shares authorised to be repurchased pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the number of H Shares in issue of the Company as at the date of the passing of this special resolution;
- (c) the approval in paragraph (a) above shall be conditional upon:
- (i) the passing of a special resolution on the same terms as this special resolution (except for this sub-paragraph (c)(i)) at the class meetings for holders of the H Shares and for holders of the domestic shares of the Company to be held on Friday, 8 June 2018 (or any adjournment thereof); and

NOTICE OF 2017 ANNUAL GENERAL MEETING

- (ii) the approval of the State Administration of Foreign Exchange of the PRC (or its successor authority) and/or any other regulatory authorities as may be required by the applicable laws, rules and regulations of the PRC being obtained by the Company if appropriate;
- (d) for the purpose of this special resolution, “Relevant Period” means the period from the passing of this special resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting following the passing of this special resolution;
 - (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 other applicable laws to be held; or
 - (iii) the date on which the mandate given under this special resolution is revoked or varied by a special resolution of the Company in general meeting and by a special resolution of holders of the H Shares or holders of domestic shares of the Company at their respective class meetings;
- (e) subject to approval of all relevant authorities in the PRC for the repurchase of the H Shares being granted, the Board be hereby authorised to:
 - (i) make all necessary amendments to the articles of association of the Company as it thinks fit so as to reduce the registered capital of the Company and to reflect the new capital structure of the Company upon the repurchase of the H Shares pursuant to the exercise of such powers in paragraph (a) above; and
 - (ii) file the amended articles of association of the Company with the relevant authorities of the PRC and to apply for registration with the relevant companies registration authorities in the PRC of the change of registered capital of the Company in accordance with all applicable laws, rules, regulations and/or requirements of the relevant governmental or regulatory body in the PRC.”

NOTICE OF 2017 ANNUAL GENERAL MEETING

20. To authorise the Board to exercise the investment decision in relation to the utilisation of the temporary idle proceeds of the Company and for such purpose, the Board be authorised: (i) within one year commencing from the approval of this resolution, to exercise the decision-making power regarding purchase of wealth management products by utilising the temporary idle proceeds, subject to the restriction that the amount of a single purchase of wealth management products by the Group or the unexpired wealth management products held by the Group at any time shall not exceed RMB35 million in aggregate; and (ii) to sign all relevant legal documents.

By order of the Board
無錫盛力達科技股份有限公司
Wuxi Sunlit Science and Technology Company Limited*
Zhang Degang
Chairman

Hong Kong, 23 April 2018

Notes:

1. The register of members of the Company will be closed from Wednesday, 9 May 2018 to Friday, 8 June 2018, both days inclusive, during which period no transfer of Shares will be effected. The holders of shares of the Company whose names appear on the register of members of the Company on Friday, 8 June 2018 will be entitled to attend and vote at the AGM. In order to be qualified to attend and vote at the AGM, all completed share transfer documents accompanied by the relevant share certificates must be lodged with the H Share registrar of the Company, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong (in respect of H Shares), or the Company's registered office in the PRC at 1 Yanxin Road East, Huishan Economic Development Zone, Wuxi, Jiangsu Province, PRC (in respect of Domestic Shares) no later than 4:00 p.m. on Tuesday, 8 May 2018.
2. The register of members of the Company will be closed from Thursday, 14 June 2018 to Wednesday, 20 June 2018, both days inclusive, during which period no transfer of shares will be effected. In order to be qualified for receiving the proposed final dividend for the year ended 31 December 2017, all completed share transfer documents accompanied by the relevant share certificates must be lodged with our H Share Registrar, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong (in respect of H Shares), or the Company's registered office in the PRC at 1 Yanxin Road East, Huishan Economic Development Zone, Wuxi, Jiangsu Province, PRC (in respect of Domestic Shares) no later than 4:00 p.m. on Wednesday, 13 June 2018.
3. Any shareholder of the Company (the "Shareholder") who is entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on his behalf. A proxy needs not be a Shareholder.
4. The instrument appointing a proxy must be in writing under the hand of the appointer or his attorney duly authorised in writing. If any Shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same.
5. In order to be valid, the proxy form must be deposited, for the holders of H Shares, to the H Share registrar of the Company, Union Registrars Limited, or for the holders of Domestic Shares, to the Company's registered office in the PRC, not less than 24 hours before the time appointed for holding the AGM (or any adjournment thereof). If the proxy form is signed by a person under a power of attorney or

* *For identification purposes only*

NOTICE OF 2017 ANNUAL GENERAL MEETING

other authority, a notarially certified copy of that power of attorney or other authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjourned meetings should you so wish.

6. Shareholders shall produce their identity documents and supporting documents in respect of shares held when attending the AGM. If any corporate shareholder appoints authorised representative to attend the AGM, the authorised representative shall produce his/her identity documents and a notarially certified copy of the relevant authorisation instrument signed by the board of directors or other decision-making bodies of the corporate shareholder or other notarially certified documents allowed by the Company. Proxies shall produce their identity documents when attending the AGM.
7. Shareholders who intend to attend the AGM should complete and return the reply slip in writing to the Company's H Share registrar in Hong Kong (for holders of H Shares) or the registered office of the Company in the PRC (for holders of Domestic Shares) on or before Friday, 18 May 2018.
8. The AGM is expected to be held for less than half a day. Shareholders who intend to attend the AGM shall arrange and bear their own travel and accommodation expenses.
9. The name and address of the Company's H Share registrar in Hong Kong is as follows:

Union Registrars Limited
Suites 3301-04, 33/F.,
Two Chinachem Exchange Square,
338 King's Road,
North Point,
Hong Kong
10. The registered office of the Company in the PRC is as follows:

1 Yanxin Road East,
Huishan Economic Development Zone,
Wuxi,
Jiangsu Province,
PRC
11. Where there are joint registered holders of any share(s) of the Company, only the joint shareholder whose name appears first in the register of shareholders of the Company may attend and vote at the AGM, either in person or by proxy, in respect of such share(s) as if he/she were solely entitled thereto.

As at the date of this Notice, the executive directors of the Company are Mr. Zhang Degang and Mr. Zhang Deqiang, the non-executive directors of the Company are Ms. Zhang Jinghua and Mr. Gao Feng and the independent non-executive directors of the Company are Mr. Liu Chaojian, Mr. Ho Yuk Ming, Hugo and Mr. Gao Fuping.



無錫盛力達科技股份有限公司

Wuxi Sunlit Science and Technology Company Limited*

(A joint stock company established in the People's Republic of China with limited liability)

(Stock Code: 1289)

NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES

NOTICE IS HEREBY GIVEN that a class meeting for holders of H Shares (the “Class Meeting”) of 無錫盛力達科技股份有限公司 (Wuxi Sunlit Science and Technology Company Limited*) (the “Company”) will be held at 1 Yanxin Road East, Huishan Economic Development Zone, Wuxi, Jiangsu Province, the People’s Republic of China (the “PRC”) at 10:30 a.m. (or immediately after the annual general meeting of the Company to be convened and held on the same date and at the same place) on Friday, 8 June 2018 for the purpose of considering and if thought fit, passing the following resolution of the Company:

SPECIAL RESOLUTION

To consider and approve the following resolution as a special resolution of the Company:

“**THAT:**

- (a) subject to paragraphs (b) and (c) below, a general mandate be granted to the board of directors of the Company to exercise during the Relevant Period (as defined in paragraph (d) below) all powers of the Company to repurchase H shares in issue of the Company (the “H Shares”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with all applicable laws, rules and regulations and/or requirements of the Rules Governing the Listing of the Securities on the Stock Exchange or of any other stock exchange as amended from time to time;
- (b) the aggregate number of H Shares authorised to be repurchased pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the number of H Shares in issue of the Company as at the date of the passing of this special resolution;
- (c) the approval in paragraph (a) above shall be conditional upon:
 - (i) the passing of a special resolution on the same terms as this special resolution (except for this sub-paragraph (c)(i)) at the annual general meeting of the Company to be held on Friday, 8 June 2018 (or any

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NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES

adjournment thereof); and the class meeting for holders of domestic shares of the Company to be held on Friday, 8 June 2018 (or any adjournment thereof); and

- (ii) the approval of the State Administration of Foreign Exchange of the PRC (or its successor authority) and/or any other regulatory authorities as may be required by the applicable laws, rules and regulations of the PRC being obtained by the Company if appropriate;
- (d) for the purpose of this special resolution, “Relevant Period” means the period from the passing of this special resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting following the passing of this special resolution;
 - (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 other applicable laws to be held; or
 - (iii) the date on which the mandate given under this special resolution is revoked or varied by a special resolution of the Company in general meeting and by a special resolution of holders of the H Shares or holders of domestic shares of the Company at their respective class meetings;
- (e) subject to approval of all relevant authorities in the PRC for the repurchase of the H Shares being granted, the Board be hereby authorised to:
- (i) make all necessary amendments to the articles of association of the Company as it thinks fit so as to reduce the registered capital of the Company and to reflect the new capital structure of the Company upon the repurchase of the H Shares pursuant to the exercise of such powers in paragraph (a) above; and

NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES

- (ii) file the amended articles of association of the Company with the relevant authorities of the PRC and to apply for registration with the relevant companies registration authorities in the PRC of the change of registered capital of the Company in accordance with all applicable laws, rules, regulations and/or requirements of the relevant governmental or regulatory body in the PRC.”

By order of the Board
無錫盛力達科技股份有限公司
Wuxi Sunlit Science and Technology Company Limited*
Zhang Degang
Chairman

Hong Kong, 23 April 2018

Notes:

1. The register of members of the Company will be closed from Wednesday, 9 May 2018 to Friday, 8 June 2018, both days inclusive, during which period no share transfers will be effected. The holders of H shares of the Company whose names appear on the register of members of the Company on Friday, 8 June 2018 will be entitled to attend and vote at the Class Meeting. In order to be qualified for attending and voting at the Class Meeting, all completed share transfer forms accompanied by the relevant share certificates must be lodged with the Company's H Shares registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong no later than 4:00 p.m. on Tuesday, 8 May 2018.
2. Any holder of H Shares who is entitled to attend and vote at the Class Meeting may appoint one or more proxies to attend and to vote on his behalf. A proxy need not be a member of the Company.
3. The instrument appointing a proxy must be in writing under the hand of the appointer or his attorney duly authorised in writing. If any shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same.
4. In order to be valid, the proxy form must be deposited to the H Shares registrar of the Company, Union Registrars Limited, Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, not less than 24 hours before the time appointed for holding the meeting (or any adjournment thereof). If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude you from attending and voting in person at the Class Meeting or any adjournment thereof should you so wish.
5. Shareholders or their proxies shall present their identity documents when attending the class meeting. If any corporate shareholder appoints authorised representative to attend the Class Meeting, the authorised representative shall produce his/her identity documents and a notarially certified copy of the relevant authorisation instrument signed by the board of directors or other decision-making bodies of the corporate shareholder or other notarially certified documents allowed by the Company. Proxies shall produce their identity documents when attending the Class Meeting.
6. Shareholders who intend to attend the Class Meeting should complete and return the reply slip to the H Share registrar of the Company on or before Friday, 18 May 2018.

* *For identification purposes only*

NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES

7. The Class Meeting for holders of H Shares is expected to take half an hour after the annual general meeting of the Company. Shareholders attending the Class Meeting shall be responsible for their own travel and accommodation expenses.
8. Where there are joint registered holders of any share(s) of the Company, only the joint shareholder whose name appears first in the register of shareholders of the Company may attend and vote at the Class Meeting, either in person or by proxy, in respect of such share(s) as if he/she were solely entitled thereto.

As at the date of this Notice, the executive directors of the Company are Mr. Zhang Degang and Mr. Zhang Deqiang, the non-executive directors of the Company are Ms. Zhang Jinghua and Mr. Gao Feng and the independent non-executive directors of the Company are Mr. Liu Chaojian, Mr. Ho Yuk Ming, Hugo and Mr. Gao Fuping.



無錫盛力達科技股份有限公司

Wuxi Sunlit Science and Technology Company Limited*

(A joint stock company established in the People's Republic of China with limited liability)

(Stock Code: 1289)

NOTICE OF CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES

NOTICE IS HEREBY GIVEN that a class meeting for holders of Domestic Shares (the “Class Meeting”) of 無錫盛力達科技股份有限公司 (Wuxi Sunlit Science and Technology Company Limited*) (the “Company”) will be held at 1 Yanxin Road East, Huishan Economic Development Zone, Wuxi, Jiangsu Province, the People’s Republic of China (the “PRC”) at 11:00 a.m. (or immediately after the class meeting for holders of H shares of the Company to be convened and held on the same date and at the same place) on Friday, 8 June 2018 for the following purpose of considering and if thought fit, passing the following resolution of the Company:

SPECIAL RESOLUTION

To consider and approve the following resolution as a special resolution of the Company:

“THAT:

- (a) subject to paragraphs (b) and (c) below, a general mandate be granted to the board of directors of the Company to exercise during the Relevant Period (as defined in paragraph (d) below) all powers of the Company to repurchase H Shares in issue of the Company (the “H Shares”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with all applicable laws, rules and regulations and/or requirements of the Rules Governing the Listing of the Securities on the Stock Exchange or of any other stock exchange as amended from time to time;
- (b) the aggregate number of H Shares authorised to be repurchased pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the number of H Shares in issue of the Company as at the date of the passing of this special resolution;

* For identification purposes only

NOTICE OF CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES

- (c) the approval in paragraph (a) above shall be conditional upon:
 - (i) the passing of a special resolution on the same terms as this special resolution (except for this sub-paragraph (c)(i)) at the annual general meeting of the Company to be held on Friday, 8 June 2018 (or any adjournment thereof); and the class meeting for holders of H Shares of the Company to be held on Friday, 8 June 2018 (or any adjournment thereof); and
 - (ii) the approval of the State Administration of Foreign Exchange of the PRC (or its successor authority) and/or any other regulatory authorities as may be required by the applicable laws, rules and regulations of the PRC being obtained by the Company if appropriate;
- (d) for the purpose of this special resolution, “Relevant Period” means the period from the passing of this special resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting following the passing of this special resolution;
 - (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 other applicable laws to be held; or
 - (iii) the date on which the mandate given under this special resolution is revoked or varied by a special resolution of the Company in general meeting and by a special resolution of holders of the H Shares or holders of domestic shares of the Company at their respective class meetings;
- (e) subject to approval of all relevant authorities in the PRC for the repurchase of the H Shares being granted, the Board be hereby authorised to:
 - (i) make all necessary amendments to the articles of association of the Company as it thinks fit so as to reduce the registered capital of the Company and to reflect the new capital structure of the Company upon the repurchase of the H Shares pursuant to the exercise of such powers in paragraph (a) above; and

NOTICE OF CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES

- (ii) file the amended articles of association of the Company with the relevant authorities of the PRC and to apply for registration with the relevant companies registration authorities in the PRC of the change of registered capital of the Company in accordance with all applicable laws, rules, regulations and/or requirements of the relevant governmental or regulatory body in the PRC.”

By order of the Board
無錫盛力達科技股份有限公司
Wuxi Sunlit Science and Technology Company Limited*
Zhang Degang
Chairman

Hong Kong, 23 April 2018

Notes:

1. The register of members of the Company will be closed from Wednesday, 9 May 2018 to Friday, 8 June 2018, both days inclusive, during which period no share transfers will be effected. The holders of domestic shares of the Company whose names appear on the register of members of the Company on Friday, 8 June 2018 will be entitled to attend and vote at the Class Meeting. In order to be qualified for attending and voting at the Class Meeting, all completed share transfer forms accompanied by the relevant share certificates must be lodged with the registered office of the Company at 1 Yanxin Road East, Huishan Economic Development Zone, Wuxi, Jiangsu Province, PRC no later than 4:00 p.m. on Tuesday, 8 May 2018.
2. Any holder of Domestic Shares who is entitled to attend and vote at the Class Meeting may appoint one or more proxies to attend and to vote on his behalf. A proxy need not be a member of the Company.
3. The instrument appointing a proxy must be in writing under the hand of the appointer or his attorney duly authorised in writing. If any shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same.
4. In order to be valid, the proxy form must be deposited to the registered address of the Company at 1 Yanxin Road East, Huishan Economic Development Zone, Wuxi, Jiangsu Province, PRC not less than 24 hours before the time appointed for holding the meeting (or any adjournment thereof). If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude you from attending and voting in person at the Class Meeting or any adjournment thereof should you so wish.
5. Shareholders or their proxies shall present their identity documents when attending the Class meeting. If any corporate shareholder appoints authorised representative to attend the Class Meeting, the authorised representative shall produce his/her identity documents and a notarially certified copy of the relevant authorisation instrument signed by the board of directors or other decision-making bodies of the corporate shareholder or other notarially certified documents allowed by the Company. Proxies shall produce their identity documents when attending the Class Meeting.
6. Shareholders who intend to attend the Class Meeting should complete and return the reply slip to the Company on or before Friday, 18 May 2018.

* *For identification purposes only*

NOTICE OF CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES

7. The Class Meeting for holders of Domestic Shares is expected to take half an hour after the Class Meeting for holders of H Shares of the Company. Shareholders attending the Class Meeting shall be responsible for their own travel and accommodation expenses.
8. Where there are joint registered holders of any share(s) by the Company, only the joint shareholder whose name appears first in the register of shareholders of the Company may attend and vote at the Class Meeting, either in person or by proxy, in respect of such share(s) as if he/she were solely entitled thereto.
9. The registered address of the Company is as follows:

1 Yanxin Road East, Huishan Economic Development Zone, Wuxi, Jiangsu Province, PRC

As at the date of this Notice, the executive directors of the Company are Mr. Zhang Degang and Mr. Zhang Deqiang, the non-executive directors of the Company are Ms. Zhang Jinghua and Mr. Gao Feng and the independent non-executive directors of the Company are Mr. Liu Chaojian, Mr. Ho Yuk Ming, Hugo and Mr. Gao Fuping.

The candidates for Directors and Supervisors recommended by the Board for re-election at the AGM are set out below:

DIRECTORS

Executive Directors

Mr. ZHANG Degang (張德剛), aged 45, is our executive Director and the chairman of the Group since 24 July 2012. Mr. Zhang is one of the founders of the Group. He is primarily responsible for the Group's postulating business development plans and overseeing our Group's overall corporate strategies. He is also the chairman of the nomination committee and strategic committee of the Board. Mr. Zhang Degang is the brother of Mr. Zhang Deqiang and Ms. Zhang Jinghua.

Mr. Zhang Degang obtained a bachelor's degree in computer science and technology (e-business) (計算機科學與技術(電子商務)) through distance learning from Nanjing University (南京大學) in March 2005. In January 2013, Mr. Zhang was accredited by 中國共產黨澄江街道工作委員會澄江街道辦事處 (Chengjiang Road Office of the Chengjiang Road Working Committee of the Communist Party of China*) as the “明星企業家” (Star Entrepreneur*) for the year 2012. In April 2013, Mr. Zhang was awarded with “無錫市五一勞動獎章” (Wuxi City 1 May Labour Medal*) by 無錫市總工會 (Wuxi City General Union*). Mr. Zhang was awarded the Labour Model of Wuxi in May 2015.

From June 1990 to June 1994, Mr. Zhang Degang worked in 江陰鋼繩廠 (Jiangyin Steel Wire Factory*); from June 1994 to November 2003, Mr. Zhang worked in China Bekaert Steel Cord Co., Ltd. (中國貝卡爾特鋼簾線有限公司), where he gained considerable experience in the steel wire industry. From October 2002 to April 2004, Mr. Zhang acted as the supervisor of 江陰三知工控有限公司 (Jiangyin Sanzhi Gongkong Company Limited*) (“Jiangyin Sanzhi”), which was principally engaged in the installation, modification, repair and maintenance of industrial automatic control equipment. Jiangyin Sanzhi was deregistered in December 2015. From September 2005 to July 2012, Mr. Zhang acted as the chairman, director and general manager of 江陰貝特機械工程有限公司 (Jiangyin Beite Machinery and Engineering Company Limited*), which specialised in the sale and manufacture of industrial automatic equipment. In order to allow Mr. Zhang to focus on the business of the Group, 江陰貝特機械工程有限公司 (Jiangyin Beite Machinery and Engineering Company Limited*) was deregistered in July 2012.

In March 2006, Mr. Zhang Degang (through his spouse, Ms. Zhu Yingxuan) established 無錫市盛力達機械工程有限公司 (Wuxi Sunlit Machinery & Engineering Company Limited*) (the “Predecessor Company”) with Mr. Zhang Deqiang. He has been the director of 江陰三知工控機械有限公司 (Jiangyin Sanzhi Gongkong Machinery Company Limited*) (the “Sanzhi Gongkong”) since April 2009 and he acted as the general manager of Sanzhi Gongkong from April 2009 to December 2011; he has also been the director and general manager of 江蘇盛力達裝備科技有限公司 (Jiangsu Sunlit Equipment Technology Company Limited*) (the “Jiangsu Sunlit”) since August 2009; the general manager of 無錫海盛軟件科技有限公司 (Wuxi Haisheng Software Technology Company Limited*) (the “Haisheng Software”) since July 2011 and its director since

December 2012; and the director of 無錫上達自動化科技有限公司 (Wuxi Shangda Automation Technology Company Limited*) (the “Wuxi Shangda”) since December 2011. Wuxi Shangda was deregistered in April 2016.

Save as disclosed above, Mr. Zhang Degang has not held directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas and Mr. Zhang does not hold any other positions in the Group.

Mr. Zhang had the following interest in the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date:

Capacity	No. of issued ordinary shares (domestic shares) held	No. of underlying shares held
Beneficial owner	43,221,504	—
Interest held jointly with another person <i>(Note 1)</i>	34,010,496	—
Interest in controlled corporation <i>(Note 2)</i>	4,416,000	—

Notes:

- (1) Mr. Zhang Degang, Mr. Zhang Deqiang and Ms. Zhang Jinghua are persons acting in concert and accordingly each of them is deemed to be interested in the Shares held by each other. By the Acting in Concert Agreement dated 26 July 2013, each of Mr. Zhang Degang, Mr. Zhang Deqiang and Ms. Zhang Jinghua confirmed that they have exercised their voting rights at the meetings of the shareholders and/or directors of the members of our Group in unanimity since the establishment of Sanzhi Gongkong on 17 April 2009, and will continue to do so.
- (2) Mr. Zhang Degang and Mr. Zhang Deqiang are two of the general partners of 無錫順欣投資企業(有限合夥) (Wuxi Shunxin Investment Enterprise (Limited Partnership)*) (“Shunxin”) and are therefore deemed to be interested in the Shares held by Shunxin.

Save as disclosed above, Mr. Zhang Degang does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company and Mr. Zhang does not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Zhang entered into a service contract with the Company for a term of three years commencing from 8 June, 2018. He is entitled to a monthly Director’s fee of RMB571,000, which was determined by the Board with reference to his experience, duties and responsibilities in the Company as well as the current market conditions. Mr. Zhang is subject to retirement by rotation in accordance with the Articles of Association of the Company.

There is no information that should be disclosed in respect of Mr. Zhang Degang pursuant to the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Mr. ZHANG Deqiang (張德強), aged 48, is our executive Director and general manager. Mr. Zhang is also one of the founders of the Group. He is primarily responsible for the day-to-day operations, strategic development and management of the Group's business. Mr. Zhang Deqiang is also a member of the remuneration and appraisal committee and strategic committee of the Board. Mr. Zhang Deqiang is the brother of Mr. Zhang Degang and Ms. Zhang Jinghua.

Mr. Zhang Deqiang obtained a bachelor's degree in engineering majoring in electronic precision machinery (電子精密機械) from Southeast University (東南大學) in July 1991. In August 1998, he was conferred by 無錫市工程技術中級社會化評審(價)委員會 (Wuxi City Engineer Technology Intermediate Qualification Socialisation Evaluation Committee*) with the qualification of engineer. In November 2013, he was granted the qualification of senior engineer by 江蘇省無錫機械工程高級專業技術資格評審委員會 (Jiangsu Wuxi Mechanical Engineering Senior Professional Technique Qualification Evaluation Committee*). In January 2011, Mr. Zhang Deqiang was recognised by 周鐵鎮人民政府 (Zhoutie Town People's Government*) and 中國共產黨周鐵鎮委員會 (Zhoutie Town Committee of the Communist Party of China*) as the “明星廠長(經理)” (Star Factory Director (Manager)*) for the year of 2010. He was also accredited as the “優秀民營企業家” (Outstanding Non-public Entrepreneur*) for two consecutive years of 2010 and 2011 by 無錫市人民政府 (Wuxi People's Government*) and 中國共產黨無錫市委 (Wuxi Municipal Committee of the Communist Party of China*).

From August 1991 to October 1995, Mr. Zhang Deqiang worked in 海鷹企業集團有限責任公司 (Haiying Enterprise Group Company Limited*), where he gained experience in designing machinery. From October 1995 to April 2006, Mr. Zhang worked as the department head of the production and technical department in 無錫村田電子有限公司 (Wuxi Murata Electronics Company Limited*), which was principally engaged in the sale and manufacture of electronic products and components. From April 2004 to November 2005, he acted as the supervisor of Jiangyin Sanzhi, which was principally engaged in the installation, modification, repair and maintenance of industrial automatic control equipment. Jianyin Sanzhi was deregistered in December 2015.

In March 2006, Mr. Zhang Deqiang founded the Predecessor Company with Mr. Zhang Degang (through his spouse, Ms. Zhu Yingxuan).

From March 2006 to March 2011, Mr. Zhang Deqiang was the director of the Predecessor Company. In March 2011, Mr. Zhang Deqiang took up the role as the general manager of the Company, and he acted as the executive Director since July 2012. From April 2009 to December 2011, Mr. Zhang Deqiang acted as the director of Sanzhi Gongkong and as its supervisor since December 2011. He has also been acting as the

supervisor of Jiangsu Sunlit since August 2009; the supervisor of Haisheng Software since July 2011; and the general manager of Wuxi Shangda since December 2011, Wuxi Shangda was deregistered in April 2016.

Save as disclosed above, Mr. Zhang Deqiang has not held directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas and Mr. Zhang does not hold any other positions in the Group.

Mr. Zhang had the following interest in the Company with in the meaning of Part XV of the SFO as at the Latest Practicable Date:

Capacity	No. of issued ordinary shares (domestic shares) held	No. of underlying shares held
Beneficial owner	29,983,104	—
Interest held jointly with another person <i>(Note 1)</i>	47,248,896	—
Interest in controlled corporation <i>(Note 2)</i>	4,416,000	—

Notes:

- (1) Mr. Zhang Degang, Mr. Zhang Deqiang and Ms. Zhang Jinghua are persons acting in concert and accordingly each of them is deemed to be interested in the Shares held by each other. By the Acting in Concert Agreement dated 26 July 2013, each of Mr. Zhang Degang, Mr. Zhang Deqiang and Ms. Zhang Jinghua confirmed that they have exercised their voting rights at the meetings of the shareholders and/or directors of the members of our Group in unanimity since the establishment of Sanzhi Gongkong on 17 April 2009, and will continue to do so.
- (2) Mr. Zhang Degang and Mr. Zhang Deqiang are two of the general partners of Shunxin and are therefore deemed to be interested in the Shares held by Shunxin.

Save as disclosed above, Mr. Zhang Deqiang does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company and Mr. Zhang does not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Zhang entered into a service contract with the Company for a term of three years commencing from 8 June 2018. He is entitled to a monthly Director's fee of RMB560,000, which was determined by the Board with reference to the prevailing market price and the Company's remuneration policy. Mr. Zhang is subject to retirement by rotation in accordance with the Articles of Association of the Company.

There is no information that should be disclosed in respect of Mr. Zhang Deqiang pursuant to the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Non-executive Directors

Ms. ZHANG Jinghua (張靜華), aged 55, is the non-executive Director. Ms. Zhang is the sister of Mr. Zhang Degang and Mr. Zhang Deqiang.

Ms. Zhang Jinghua graduated from high school in July 1978. In February 2012 and February 2013, respectively, she was recognised by 中國共產黨江陰市委 (Jiangyin Municipal Committee of the Communist Party of China*) and 江陰市人民政府 (People's Government of the Jiangyin City*) as the “優秀總經理” (outstanding general manager*).

From March 1979 to November 1991, Ms. Zhang Jinghua worked as a teacher in 江陰市要塞中學 (Jiangyin City Yaosai Secondary School*). From October 1991 to October 2002, she worked in 江陰聯通實業有限公司 (Jiangyin Liantong Industrial Company Limited*). Ms. Zhang obtained a qualification certificate of speciality and technology in statistics (elementary level) approved and issued by the Ministry of Personnel of the PRC (中華人民共和國人事部) and conferred by the National Bureau of Statistics of the PRC (國家統計局) in October 1998. From October 2002 to November 2005, she acted as the director and manager of Jiangyin Sanzhi. From March 2004 to November 2009, she acted as the director and general manager of 江陰三佳工控機械有限公司 (Jiangyin Sanjia Gongkong Machinery Company Limited*), which was principally engaged in the design, sale and manufacture of industrial automation control system. In order to allow Ms. Zhang to focus on the business of the Group, 江陰三佳工控機械有限公司 (Jiangyin Sanjia Gongkong Machinery Company Limited*) was deregistered in July 2012.

Ms. Zhang Jinghua joined the Group in April 2009 as the director of Sanzhi Gongkong, and in December 2011, she was appointed as its general manager. Sanzhi Gongkong was deregistered in December 2015. Since July 2012, she has acted as our vice-general manager (副總經理). In August 2013, she was appointed as the executive Director. In August 2015, she was re-designated from an executive Director to a non-executive Director and resigned as the vice-general manager.

Save as disclosed above, Ms. Zhang Jinghua has not held any other directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas and Ms. Zhang does not hold other positions in the Group.

Ms. Zhang Jinghua had the following interest in the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date:

Capacity	No. of issued ordinary shares (domestic shares) held	No. of underlying shares held
Beneficial owner	4,027,392	—
Interest held jointly with another person <i>(Note 1)</i>	77,620,608	—

Note:

- (1) Mr. Zhang Degang, Mr. Zhang Deqiang and Ms. Zhang Jinghua are persons acting in concert and accordingly each of them is deemed to be interested in the Shares held by each other. By the Acting in Concert Agreement dated 26 July 2013, each of Mr. Zhang Degang, Mr. Zhang Deqiang and Ms. Zhang Jinghua confirmed that they have exercised their voting rights at the meetings of the shareholders and/or directors of the members of our Group in unanimity since the establishment of Sanzhi Gongkong on 17 April 2009, and will continue to do so.

Save as disclosed above, Ms. Zhang does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company and Ms. Zhang does not have any interest in the Shares within the meaning of Part XV of the SFO. Ms. Zhang Jinghua entered into a formal service contract with the Company for a term of three years commencing from 8 June 2018 and she will not receive any salary or other remuneration and/or benefits as a Director. Ms. Zhang is subject to retirement by rotation in accordance with the Articles of Association of the Company.

There is no information that should be disclosed in respect of Ms. Zhang Jinghua pursuant to the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Mr. GAO Feng (高峰), aged 50, joined the Group in July 2012, and was appointed as the non-executive Director since 24 July 2012. Mr. Gao is the general partner of 上海玉道投資管理中心(有限合夥) (Shanghai Yudao Investment Management Centre (Limited Partnership)*) and 上海世道投資發展中心(有限合夥) (Shanghai Shidao Investment Development Centre (Limited Partnership)*), who are the general partner and limited partner of Yudao Tiansui (one of our Pre-Listing Investors), respectively. He is also a member of the audit committee of the Board.

Mr. Gao Feng graduated from Hangzhou University (杭州大學) (now being part of Zhejiang University (浙江大學)) with a bachelor's degree in law in July 1989. He is a holder of PRC lawyer's licence issued by 上海市司法局 (Shanghai City Ministry of Justice*) in January 1991. From 1998 to 2013, Mr. Gao worked in various renowned law firms in the PRC and is currently a partner of a law firm.

Save as disclosed above, Mr. Gao Feng has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas. Mr. Gao does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of our Company. Mr. Gao does not hold any positions in the Group. Mr. Gao does not have any interests in the Shares within the meaning of Part XV of the SFO. Mr. Gao entered into a service contract with the Company for a term of three years commencing from 8 June 2018 and he will not receive any salary or other remuneration and/or benefits as a Director. Mr. Gao is subject to retirement by rotation in accordance with the Articles of Association of the Company.

There is no other information that should be disclosed in respect of Mr. Gao Feng pursuant to the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Independent non-executive Directors

Mr. LIU Chaojian (劉朝建), aged 52, was appointed as the independent non-executive Director in July 2012. He is also a member of the audit committee, the chairman of the remuneration and appraisal committee and a member of the strategic committee of the Board. Mr. Liu is not involved in the Group's research and development activities.

Mr. Liu Chaojian graduated from 西安冶金建築學院 (Xi'an Institute of Metallurgy and Architecture*) (now known as Xi'an University of Architecture and Technology (西安建築科技大學)) with a bachelor's degree in metallurgy in July 1987. In November 1998, he was conferred by the State Bureau of Metallurgical Industry (國家冶金工業局) with the qualification of an advanced level engineer. Since July 1987, Mr. Liu has worked in the China Metallurgical Industry Planning and Research Institute (冶金工業規劃研究院) and his current positions are the deputy chief engineer and senior engineer at professor level.

From September 2010 to August 2013, Mr. Liu Chaojian acted as the independent director of Ningxia Xinri Hengli Steel Wire Company Limited (寧夏新日恒力鋼絲繩股份有限公司) (Shanghai Stock Exchange Stock Code: 600165).

Save as disclosed above, Mr. Liu Chaojian has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas. Mr. Liu does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of our Company. Mr. Liu does not hold any positions in the Group. Mr. Liu does not have any interests in the Shares within the meaning of Part XV of the SFO. Mr. Liu entered into a service contract with the Company for a term of three years commencing from 8 June 2018. He is entitled to a monthly Director's fee of RMB100,000, which was determined by the Board with reference to the prevailing market price and the Company's remuneration policy. Mr. Liu is subject to retirement by rotation in accordance with the Articles of Association of the Company.

There is no other information that should be disclosed in respect of Mr. Liu Chaojian pursuant to the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Mr. GAO Fuping (高富平), aged 54, was appointed as the independent non-executive Director in August 2013. Mr. Gao is also a member of the remuneration and appraisal committee and the nomination committee of the Board.

Mr. Gao Fuping obtained a master's degree in law from Shanxi University (山西大學) in July 1993 and a doctor's degree in civil commercial law (民商法學) from China University of Political Science and Law (中國政法大學) in July 1998. In September 1995, Mr. Gao was admitted as a qualified lawyer by the Ministry of Justice of the PRC. In September 2001, he was recognised as the “2001年度第七屆曙光學者” (dawn scholar of the year 2001 (seventh year)) by 上海市教育委員會 (Shanghai Education Committee*) and 上海市教育發展基金會 (Shanghai Educational Development Foundation*).

Since July 1998, Mr. Gao Fuping has lectured in East China University of Political Science and Law (華東政法大學) and has served as lecturer, deputy professor and professor. From June 2004 to February 2014, Mr. Gao served as the dean of the Intellectual Property School (知識產權學院). Since March 2014, Mr. Gao has served as the dean of 財產法研究院 (Property Law Research Institute*) of East China University of Political Science and Law (華東政法大學).

From June 2011 to March 2014, Mr. Gao Fuping acted as an independent non-executive director of Founder Broadband Network Service Company Limited (方正寬帶網絡服務股份有限公司), a joint stock company established in the PRC, which was converted into Founder Broadband Network Services Co., Ltd. (方正寬帶網絡服務有限公司) in April 2014.

Save as disclosed above, Mr. Gao Fuping has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas. Mr. Gao does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of our Company. Mr. Gao does not hold any positions in the Group. Mr. Gao does not have any interests in the Shares within the meaning of Part XV of the SFO. Mr. Gao entered into a service contract with the Company for a term of three years commencing from 8 June 2018. He is entitled to a monthly Director's fee of RMB100,000, which was determined by the Board with reference to the prevailing market price and the Company's remuneration policy. Mr. Gao is subject to retirement by rotation in accordance with the Articles of Association of the Company.

There is no other information that should be disclosed in respect of Mr. Gao Fuping pursuant to the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Mr. HO Yuk Ming, Hugo (何育明), aged 46, was appointed as the independent non-executive Director in August 2013. Mr. Ho is also the chairman of the audit committee and a member of the nomination committee of the Board.

Mr. Ho Yuk Ming, Hugo graduated from Hong Kong Shue Yan College (now known as Hong Kong Shue Yan University) with an honours diploma in accounting in July 1996. He was admitted as an associate of the Hong Kong Society of Accountants (now known as Hong Kong Institute of Certified Public Accountants) in March 2000 and is a certified public accountant in Hong Kong.

Mr. Ho Yuk Ming, Hugo has over 14 years of experience in auditing, accounting and finance-related matters. As at the Latest Practicable Date, Mr. Ho has worked or is working in the following companies listed on the Stock Exchange:

Name	Stock Code	Position	Tenure
Best Wide Group Limited	464 (delisted in November 2001)	accounting manager	May 2000 to July 2006
National United Resources Holdings Limited (formerly known as eCyberChina Holdings Limited at the material time)	254	executive director	March 2004 to September 2004
		financial controller	March 2004 to December 2004
V1 Group Limited (formerly known as Yanion International Holdings Limited at the material time)	82	executive director	January 2005 to February 2006
		qualified accountant	April 2005 to March 2006
United Energy Group Limited	467	accounting manager	September 2006 to March 2010
		company secretary	April 2008 to February 2010
Shenzhen Mingwah Aohan High Technology Corporation Limited	8301	company secretary	July 2013 to 28 February 2014
Future Bright Mining Holdings Limited	2212	chief financial officer & company secretary	April 2014 to present
Zuoli Kochuang Micro-finance Company Limited	6866	independent non-executive director	April 2014 to present
King Force Group Holdings Limited	8315	independent non-executive director	September 2016 to present

From April 2010 to February 2014, Mr. Ho Yuk Ming, Hugo has also acted as the accounting manager of Carlico International Group Holdings Limited (formerly known as Kinco Enterprises Limited). Mr. Ho has also acted as the financial controller of Great China Brokerage Limited on a part-time basis from October 2012 to February 2014.

Save as disclosed above, Mr. Ho Yuk Ming, Hugo has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas. Mr. Ho does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of our Company. Mr. Ho does not hold any positions in the Group. Mr. Ho does not have any interests in the Shares within the meaning of Part XV of the SFO. Mr. Ho entered into a service contract with the Company for a term of three years commencing from 8 June 2018. He is entitled to a monthly Director's fee of RMB100,000, which was determined by the Board with reference to the prevailing market price and the Company's remuneration policy. Mr. Ho is subject to retirement by rotation in accordance with the Articles of Association of the Company.

There is no other information that should be disclosed in respect of Mr. Ho Yuk Ming, Hugo pursuant to the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

SUPERVISORS

Mr. PENG Jiashan (彭加山), aged 54, was appointed as our Supervisor as a shareholder representative with effect from 15 August 2014. Mr. Peng graduated from 江蘇大學 (Jiangsu University) majoring in mechanical and electronic engineering (機械電子工程) in July 2002. Mr. Peng received the qualification of engineer (工程師) from 無錫市人事局 (Wuxi City Personnel Bureau*) in September 2003.

From July 1988 to September 1991, Mr. Peng Jiashan worked in 無錫機械製造學校 (Wuxi Institute of Machinery Manufacturing*, currently known as 無錫職業技術學院 (Wuxi School of Technology*)) as an internship tutor (實習指導老師). From September 1991 to August 2005, Mr. Peng worked in 江陰市交通職工學校 (Jiangyin City Transport Workers School*) as a teacher. Since August 2005 till now, Mr. Peng has worked in 江蘇省江陰職業技術教育中心校 (Jiangsu Provincial Jiangyin Central School of Vocational Technology Education*, currently known as 江蘇省江陰中等專業學校 (Jiangsu Provincial Jiangyin Secondary Professional School*)) as a teacher. Mr. Peng has been granted jointly by 中共江陰市交通局委員會 (Jiangyin City Transport Bureau Commission*) and 江陰市交通局 (Jiangyin City Transport Bureau*) the title of 先進生產(工作)者 (advanced (working) producer*) in February 2000 and January 2001, respectively.

Save as disclosed above, Mr. Peng Jiashan has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas. Mr. Peng does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of our Company. Mr. Peng does not hold any positions in the Group. Mr. Peng does not have any interests in

the Shares within the meaning of Part XV of the SFO. Mr. Peng entered into a service contract with the Company for a term of three years commencing from 8 June 2018 and he will not receive any salary or other remuneration and/or benefits as a Supervisor. Mr. Peng is subject to retirement by rotation in accordance with the Articles of Association of the Company.

There is no other information that should be disclosed in respect of Mr. Peng Jiashan pursuant to the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Ms. WEI Yi (危奕), aged 48, was appointed as our Supervisor as a shareholder representative with effect from 15 August 2014. Ms. Wei obtained a bachelor's degree in engineering majoring in electronic precision machinery (電子精密機械) from Southeast University (東南大學) in July 1991. From August 1996 to July 1999, Ms. Wei studied Modern Financial Accounting courses at Xidian University (西安電子科技大學) and graduated from Xidian University in July 1997. Ms. Wei received the certificate of accounting professional issued by the Financial Department of Shaanxi Province (陝西省財政廳) in April 2003.

After graduating from Southeast University, Ms. Wei worked as an engineer in 中國人民解放軍總後勤部 (General Logistics Department of the People's Liberation Army*). From January 2005 to December 2008, Ms. Wei worked as the chief financial officer at 陝西紅星鍋爐有限公司 (Shaanxi Red Star Boiler Company Limited*). Since May 2009 till now, Ms. Wei has worked as the deputy general manager of 卓穗電子科技(深圳)有限公司 (Zhuo Sui Electronic Science and Technology (Shenzhen) Company Limited*).

Save as disclosed above, Ms. Wei Yi has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas. Ms. Wei does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of our Company. Ms. Wei does not hold any positions in the Group. Ms. Wei does not have any interests in the Shares within the meaning of Part XV of the SFO. Ms. Wei entered into a service contract with the Company for a term of three years commencing from 8 June 2018 and she will not receive any salary or other remuneration and/or benefits as a Supervisor. Ms. Wei is subject to retirement by rotation in accordance with the Articles of Association of the Company.

There is no other information that should be disclosed in respect of Ms. Wei Yi pursuant to the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

* For identification purposes only

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to enable you to make an informed decision on whether to vote for or against the special resolution to approve the grant of the Repurchase Mandate to the Directors.

LISTING RULES RELATING TO THE REPURCHASE OF SECURITIES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions. The Company is empowered by the Articles of Association to repurchase its own securities.

REGISTERED CAPITAL

As at the Latest Practicable Date, the registered capital of the Company was RMB128,000,000, comprising 96,000,000 Domestic Shares and 32,000,000 H Shares. Subject to the passing of the proposed resolutions for the grant of the Repurchase Mandate at the AGM and the Class Meetings and on the basis that no H Shares will be allotted and issued or repurchased by the Company during the period from the Latest Practicable Date up to the date of the AGM and the Class Meetings, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 3,200,000 H Shares, being 10% of the total H Shares in issue as at the date of passing the relevant resolution.

REASONS FOR THE REPURCHASES

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate will provide the Company with the flexibility to make such repurchases when appropriate and beneficial to the Company. The Directors believe that the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

FUNDING OF REPURCHASES

In repurchasing the H Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws, rules and regulations of the PRC, including, but not limited to, funds from the Company's internal resources such as surplus undistributed profits of the Company.

Taking into account the current good working capital position of the Company, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it would not have a material adverse effect on the working capital and/or the gearing position of the Company as compared with its position as at 31 December 2017 as disclosed in the Company's latest published audited accounts contained in the annual report for the year ended 31 December 2017. The Directors do not intend to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion

of the Directors are from time to time appropriate for the Company. The number of H 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 regarded to the circumstances then prevailing, in the best interests of the Company.

STATUS OF REPURCHASED H SHARES

The Listing Rules provide that the listing of all the H Shares repurchased by the Company shall automatically be cancelled and the relevant share certificates shall be cancelled and destroyed. Under the PRC laws, the H Shares repurchased by the Company will be cancelled and the Company's registered share capital will be reduced by an amount equivalent to the aggregate par value of the H Shares so cancelled.

H SHARE PRICES

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

Month	H Shares	
	Highest (HK\$)	Lowest (HK\$)
2017		
April	3.43	3.05
May	3.18	2.84
June	3.10	2.81
July	2.97	2.70
August	2.97	2.69
September	2.97	2.58
October	2.72	2.57
November	2.65	2.46
December	2.52	2.40
2018		
January	2.59	2.27
February	2.48	2.24
March	2.38	2.19
1 April to the Latest Practicable Date	2.35	2.25

DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make purchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws, rules and regulations of the PRC.

INTENTION TO SELL

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their close associates, have any present intention to sell to the Company any H Shares if the Repurchase Mandate is approved at the AGM and the Class Meetings.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any H Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is exercised.

DISCLOSURE OF INTERESTS AND CONSEQUENCES UNDER THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase securities pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a 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 Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Mr. Zhang Degang, Mr. Zhang Deqiang and Ms. Zhang Jinghua are persons acting in concert, and each is deemed to be interested in 81,648,000 Domestic Shares, representing approximately 63.79% of the total number of issued shares of the Company. If the Repurchase Mandate is exercised in full (and assuming that the total number of issued shares of the Company remains unchanged from the Latest Practicable Date up to the date on which the Repurchase Mandate, if approved by the Shareholders, is exercised in full), the total number of the H Shares which will be repurchased pursuant to the Repurchase Mandate shall be 3,200,000 Shares (being 10% of the total number of issued H Shares as at the Latest Practicable Date).

As the shareholding in the Company of Mr. Zhang Degang, Mr. Zhang Deqiang and Ms. Zhang Jinghua acting in concert is more than 50% as at the Latest Practicable Date, an exercise of the Repurchase Mandate in full will not give rise to an obligation for Mr. Zhang Degang, Mr. Zhang Deqiang and Ms. Zhang Jinghua and their concert parties to make a mandatory offer under Rule 26 of the Takeovers Code. In any event, the Directors do not intend to exercise the power to repurchase H Shares to an extent which would render the aforesaid Shareholders or any Shareholder or a group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

Save as aforesaid, the Directors are not aware of any consequences which will arise under either or both of the Takeovers Code and any similar applicable law as a result of any repurchases to be made under the Repurchase Mandate. Moreover, the Directors will not make share repurchase on the Stock Exchange if such repurchase would result in the public float requirements under Rule 8.08 of the Listing Rules not being complied with.

SECURITIES REPURCHASE MADE BY THE COMPANY

The Company had not repurchased any H Shares (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.