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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, 9 June 2017 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;

\* For identification purposes only

- (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, 9 June 2017 (or any adjournment thereof); and the class meeting for holders of domestic shares of the Company to be held on 9 June 2017 (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
  - (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  
無錫盛利達科技股份有限公司  
**Wuxi Sunlit Science and Technology Company Limited\***  
**Zhang Degang**  
*Chairman*

Hong Kong, 21 April 2017

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*Notes:*

1. The register of members of the Company will be closed from Wednesday, 10 May 2017 to Friday, 9 June 2017, 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, 9 June 2017 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, 9 May 2017.
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, 19 May 2017.
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.*