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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 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 at 10:00 a.m. on Friday, 9 June 2017 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 2016;
2. To receive, consider and approve the report of the board of supervisors of the Company for the year ended 31 December 2016;
3. To receive, consider and approve the annual report of the Company for the year ended 31 December 2016;
4. To receive, consider and approve the Company’s audited consolidated financial statements for the year ended 31 December 2016;
5. To consider and approve the Company’s profit distribution plan for the year ended 31 December 2016 as set out in the circular of the Company dated 21 April 2017 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 2016 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 2016;
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; and

* *For identification purposes only*

8. 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

9. 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 People’s Republic of China (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 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 amount 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 commence and close;
- (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 divided 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 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 then 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;

- (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.”

10. 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 class meetings for holders of the H Shares and for holders of the domestic shares of the Company to be held on Friday, 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.”
11. To authorise the board of directors of the Company (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 authorized: (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 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, 9 June 2017 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, 9 May 2017.
2. The register of members of the Company will be closed from Thursday, 15 June 2017 to Tuesday, 20 June 2017, 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 2016, all completed share transfer documents 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, 14 June 2017.
3. Any shareholder of the Company 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 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, 19 May 2017.
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.