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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 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)

**DIRECTORS' REPORT FOR THE YEAR 2015,
REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2015,
ANNUAL REPORT FOR THE YEAR 2015,
THE GROUP'S AUDITED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR 2015,
PROFIT DISTRIBUTION PLAN FOR THE YEAR 2015,
EXTERNAL AUDITORS' FEES FOR THE YEAR 2015,
RE-APPOINTMENT OF PRICEWATERHOUSECOOPERS
AS THE COMPANY'S EXTERNAL AUDITORS,
PURCHASE OF DIRECTORS' LIABILITY INSURANCE,
GENERAL MANDATE TO ISSUE SHARES,
GENERAL MANDATE TO REPURCHASE H SHARES,
EQUITY TRANSFER,
AMENDMENTS TO THE ARTICLES OF ASSOCIATION,
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 for holders of H shares and domestic shares of the Company to be held at 1 Yanxin Road East, Huishan Economic Development Zone, Wuxi, People's Republic of China ("PRC") on Tuesday, 7 June 2016 are set out on pages 16 to 28 of this circular. Whether or not you intend to attend and vote at the AGM and the class meetings, you are requested to complete and return the form of proxies in accordance with the instructions printed thereon to the H Share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in respect of H Shares), or to the Company's registered office in the PRC at B15, District A, Huishan Economic Development Zone, Wuxi City, 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 class meetings or any adjournment thereof. Completion and return of the form of proxies shall not preclude you from attending and voting in person at the AGM and class meetings or any adjourned meeting should you so wish.

21 April 2016

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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, People’s Republic of China at 10:00 a.m. on Tuesday, 7 June 2016
“AGM Notice”	the notice of the AGM as set out on pages 16 to 22 of this circular
“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented
“Board”	the board of Directors
“Class Meeting Notices”	the notices for convening the Class Meetings set out on page 23 to 28 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, the respective notices of which are set out on pages 23 to 28 of this circular, or any adjournment thereof respectively
“close associate(s)”	has the meaning as defined in the Listing Rules
“Company”	Wuxi Sunlit Science and Technology Company Limited, a joint stock company incorporated in the PRC with limited liability
“Company Law”	the Company Law of the People’s Republic of China
“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 ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in Renminbi by PRC nationals and/or PRC corporate entities
“Group”	the Company and its subsidiary

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“H Share(s)”	the overseas listed foreign invested ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars and listed on the Stock Exchange
“HKD” or “HK\$”	Hong Kong dollars, the lawful currency of the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	subject to the conditions set out in the proposed resolution approving the Issue Mandate at the AGM, the general mandate to allot, issue or otherwise deal with Domestic Shares and/or H Shares up to a maximum of 20% of the aggregate nominal value of Domestic Shares and/or H Shares in issue of the Company as at the date of passing of the said resolution;
“Latest Practicable Date”	14 April 2016, 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 (as amended 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
“Repurchase Mandate”	subject to the conditions set out in proposed resolution approving the repurchase mandate at the AGM and the Class Meetings, the general mandate to be granted to the Board to exercise the power of the Company to repurchase H Shares with an aggregate nominal amount of H Shares in issue of the Company as at the date of the passing of the relevant resolution as set out in the AGM Notice and the Class Meeting Notices
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC

DEFINITIONS

“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 and supplemented from time to time)
“Share(s)”	the Domestic Share(s) and the H Share(s)
“Shareholder(s)”	holder(s) of the Shares
“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
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission

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.



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. Gao Fuping

Mr. Ho Yuk Ming, Hugo

Registered office:

B15, District A

Huishan Economic

Development Zone

Wuxi City

Jiangsu Province

PRC

*Principal place of business
in Hong Kong:*

33rd Floor

Shui On Centre

6-8 Harbour Road

Wanchai

Hong Kong

21 April 2016

To the Shareholders,

Dear Sir/Madam,

**DIRECTORS' REPORT FOR THE YEAR 2015,
REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2015,
ANNUAL REPORT FOR THE YEAR 2015,
THE GROUP'S AUDITED CONSOLIDATED FINANCIAL STATEMENTS
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PURCHASE OF WEALTH MANAGEMENT PRODUCTS
WITH TEMPORARY IDLE PROCEEDS AND
NOTICES OF ANNUAL GENERAL MEETING AND CLASS MEETINGS**

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

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decision on whether to vote for or against the resolutions (among others) to be proposed at the AGM and Class Meetings for the following issues, to be approved by way of ordinary resolutions and special resolutions:

ORDINARY RESOLUTIONS

- (1) Directors' report for the year 2015;
- (2) Report of the board of Supervisors for the year 2015;
- (3) Annual report for the year 2015;
- (4) The Group's audited consolidated financial statements for the year 2015;
- (5) Profit distribution plan for the year 2015;
- (6) External auditors' fees for the year 2015;
- (7) Re-appointment of PricewaterhouseCoopers as the Company's external auditors; and
- (8) Purchase of Directors' liability insurance.

SPECIAL RESOLUTIONS

- (9) General mandate to issue shares;
- (10) General mandate to repurchase H shares;
- (11) Equity transfer;
- (12) Amendments to the Articles of Association; and
- (13) Purchase of wealth management products with temporary idle proceeds.

(1) DIRECTORS' REPORT FOR THE YEAR 2015

An ordinary resolution will be proposed at the AGM to approve the Directors' report for the year 2015, the text of which is set out in the Company's annual report dispatched on 21 April 2016.

(2) REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2015

An ordinary resolution will be proposed at the AGM to approve the report of the board of Supervisors for the year 2015, the text of which is set out in the Company's annual report dispatched on 21 April 2016.

LETTER FROM THE BOARD

(3) ANNUAL REPORT FOR THE YEAR 2015

An ordinary resolution will be proposed at the AGM to approve the annual report for the year 2015 dispatched on 21 April 2016.

(4) THE GROUP'S AUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR 2015

An ordinary resolution will be proposed at the AGM to approve the Group's audited consolidated financial statements for the year ended 31 December 2015, the text of which is set out in the Company's annual report dispatched on 21 April 2016.

(5) PROFIT DISTRIBUTION PLAN FOR THE YEAR 2015

According 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 2015.

The Board proposed not to recommend the payment of a final dividend for the year ended 31 December 2015. In view of the Company's financial performance and future continuous development, the Board has decided to retain funds for daily operation.

(6) EXTERNAL AUDITORS' REMUNERATION FOR THE YEAR 2015

An ordinary resolution will be proposed at the AGM to approve the remuneration paid or payable to the external auditors of the Company, PricewaterhouseCoopers, for the year ended 31 December 2015.

During the year ended 31 December 2015, the remuneration payable to PricewaterhouseCoopers in respect of the services provided to the Group was RMB1.89 million, including the audit service in the amount of approximately 1.4 million and the non-audit service in the amount of approximately 0.49 million.

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

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

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(8) PURCHASE OF DIRECTORS' LIABILITY INSURANCE

The Company proposed 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 intends to propose at the general meeting for the consent of the continuation in purchase of directors' liability insurance for the 2nd session of the Board upon the re-election of the 1st session of the Board, to authorize the Board to determine relevant issues including insurance institutions, terms of insurance and insured amount, and to authorize the Chairman of the Board or other trustees to sign the insurance documents.

(9) GENERAL MANDATE TO ISSUE SHARES

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 conditional general mandate to allot, issue and deal with additional Domestic Shares and/or H Shares. A special resolution will be proposed at the AGM. The Domestic Shares and/or H Shares which may be allotted, issued or otherwise dealt with pursuant to the Issue Mandate shall not exceed 20% of the aggregate nominal value of Domestic Shares and H Shares in issue of the Company as at the date of passing of the said resolution.

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 existing H Shares and/or Domestic Shares are repurchased by the Company after the Latest Practicable Date but prior to the date of the AGM, if the Issue Mandate is fully exercised, the Company will be authorized to issue additional 19,200,000 Domestic Shares and 6,400,000 H Shares.

(10) GENERAL MANDATE TO REPURCHASE H SHARES

Repurchase Mandate

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

LETTER FROM THE BOARD

Company has incorporated in the Articles of Association, provide that subject to obtaining the approval of the relevant PRC regulatory authorities and in compliance with the Articles of Association, the Company may repurchase its issued Shares for the purpose of reducing its share capital or in connection with a merger between itself and another entity that holds its shares or in 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 overseas listed foreign shares at separate meetings.

H Shares are traded on the Stock Exchange in Hong Kong dollars. Therefore, the repurchase of 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 Hong Kong dollars.

In accordance with the requirements of the 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. 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 aggregate nominal value of the shares so cancelled. In the event of a reduction of registered capital, the Company shall inform its creditors by way of written notice and announcement within a prescribed period after the passing of the relevant resolutions approving such reduction.

Conditions to Repurchase H Shares

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 proposed to be 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 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 with an aggregate nominal value not exceeding 10% of the aggregate nominal value of H Shares in issue of the Company as at the date of passing of such special resolution.

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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 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 exercisable by the Directors.

The Repurchase Mandate would expire on the earliest of (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of a period of twelve months following the passing of the relevant resolution at the AGM and the Class Meetings; or (c) the date on which the authority conferred by the special resolution is revoked or varied by a special resolution of the Shareholders in a general meeting or by a special resolution of holders of H Shares or holders of Domestic Shares at their respective Class Meetings.

The H Shares which may be repurchased by the Company pursuant to the Repurchase Mandate shall not exceed 10% of the aggregate nominal value of H Shares in issue as at the date of passing the resolution approving the Repurchase Mandate at the AGM and the Class Meetings.

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

(11) EQUITY TRANSFER

Shaanxi Xinjian Industrial Development Company Limited (陝西新建實業發展有限公司), the shareholder of the Company's domestic shares, proposed to transfer 960,000 domestic shares of the Company amounted to RMB20 million to Shanxi Renren Investment Management Company Limited (陝西仁仁投資管理有限公司). Shanxi Renren Investment Management Company Limited will hold as to 960,000 domestic shares of the Company upon the transfer.

The Board proposed at the general meeting to authorise the Board to deal with the preparation of submission of approval of share transfer of the Company and the terms related to the Articles of Association to relevant departments such as county and municipal financial offices, and municipal industrial and commercial bureau in order to obtain relevant permission in a timely manner.

Pursuant to the requirement of the Notice on Issuing the Provisions for the Alteration of Investors' Equities in Foreign Invested Enterprises (《關於印發〈外商投資企業投資者股權變更的若干規定〉的通知》 promulgated by the Ministry of Commerce of the People's Republic of China, equity transfer is subject to the approval of the Company's shareholders at the general meeting.

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(12) AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In order to reflect the transfer of Domestic Shares, it is proposed to the Shareholders to consider and approve certain amendments to the Articles of Association at the AGM, details of which are as follows:

Original:

Article 3.5 On July 24th 2012, the Company was converted into a joint stock limited company issuing a sum of 96,000,000 ordinary shares which were subscribed for and held by the promoters of the Company. The details of the shareholding are as follows:

No.	Name of Promoters	Number of Shares <i>(in ten thousands)</i>	Proportion of Total Share Capital <i>(%)</i>	Contribution Method
1.	Zhang Degang	4,322.1504	45.02	Net asset
2.	Zhang Deqiang	2,998.3104	31.23	Net asset
3.	Zhang Jinghua	402.7392	4.20	Net asset
4.	Shanghai Yudao Tiansui Investment Development Center (Limited Partnership)	480	5.00	Net asset
5.	Wuxi Shunxin Investment Enterprise (Limited Partnership)	441.60	4.60	Net asset
6.	Huaxuan (Shanghai) Equity Investment Fund Company Limited	192	2.00	Net asset
7.	Zuoli Holdings Group Company Limited	192	2.00	Net asset
8.	Shanghai Anfuda Equity Investment Fund Partnership (Limited Partnership)	120	1.25	Net asset
9.	Shanghai Fengyao Investment Partnership (Limited Partnership)	115.20	1.20	Net asset
10.	Changzhou Jinling Huaruan Venture Capital Partnership (Limited Partnership)	96	1.00	Net asset

LETTER FROM THE BOARD

No.	Name of Promoters	Number of Shares <i>(in ten thousands)</i>	Proportion of Total Share Capital <i>(%)</i>	Contribution Method
11.	Shaanxi Xinjian Industrial Development Company Limited	96	1.00	Net asset
12.	Shanghai Zhongjing Investment Partnership (Limited Partnership)	96	1.00	Net asset
13.	Suzhou Industrial Park Heyuan Northern Light Venture Capital Partnership (Limited Partnership)	48	0.50	Net asset

The date of the contribution was July 19th 2012.

Amended to:

Article 3.5 On July 24th 2012, the Company was converted into a joint stock limited company issuing a sum of 96,000,000 ordinary shares which were subscribed for and held by the promoters of the Company. The details of the shareholding are as follows:

No.	Name of Promoters	Number of Shares <i>(in ten thousands)</i>	Proportion of Total Share Capital <i>(%)</i>	Contribution Method
1.	Zhang Degang	4,322.1504	45.02	Net asset
2.	Zhang Deqiang	2,998.3104	31.23	Net asset
3.	Zhang Jinghua	402.7392	4.20	Net asset
4.	Shanghai Yudao Tiansui Investment Development Center (Limited Partnership)	480	5.00	Net asset
5.	Wuxi Shunxin Investment Enterprise (Limited Partnership)	441.60	4.60	Net asset
6.	Huaxuan (Shanghai) Equity Investment Fund Company Limited	192	2.00	Net asset

LETTER FROM THE BOARD

No.	Name of Promoters	Number of Shares <i>(in ten thousands)</i>	Proportion of Total Share Capital <i>(%)</i>	Contribution Method
7.	Zuoli Holdings Group Company Limited	192	2.00	Net asset
8.	Shanghai Anfuda Equity Investment Fund Partnership (Limited Partnership)	120	1.25	Net asset
9.	Shanghai Fengyao Investment Partnership (Limited Partnership)	115.20	1.20	Net asset
10.	Changzhou Jinling Huaruan Venture Capital Partnership (Limited Partnership)	96	1.00	Net asset
11.	Shaanxi Xinjian Industrial Development Company Limited	96	1.00	Net asset
12.	Shanghai Zhongjing Investment Partnership (Limited Partnership)	96	1.00	Net asset
13.	Suzhou Industrial Park Heyuan Northern Light Venture Capital Partnership (Limited Partnership)	48	0.50	Net asset

The date of the contribution was July 19th 2012.

The details of the shareholders of the Company's domestic shares and their shareholdings upon transfer of shares are as follows:

No.	Name of Promoters	Number of Shares <i>(in ten thousands)</i>	Proportion of Total Share Capital <i>(%)</i>
1.	Zhang Degang	4,322.1504	33.77
2.	Zhang Deqiang	2,998.3104	23.42
3.	Zhang Jinghua	402.7392	3.15

LETTER FROM THE BOARD

No.	Name of Promoters	Number of Shares <i>(in ten thousands)</i>	Proportion of Total Share Capital <i>(%)</i>
4.	Shanghai Yudao Tiansui Investment Development Center (Limited Partnership)	480	3.75
5.	Wuxi Shunxin Investment Enterprise (Limited Partnership)	441.60	3.45
6.	Huaxuan (Shanghai) Equity Investment Fund Company Limited	192	1.5
7.	Zuoli Holdings Group Company Limited	192	1.5
8.	Shanghai Anfuda Equity Investment Fund Partnership (Limited Partnership)	120	0.94
9.	Shanghai Fengyao Investment Partnership (Limited Partnership)	115.20	0.9
10.	Changzhou Jinling Huaruan Venture Capital Partnership (Limited Partnership)	96	0.75
11.	Shaanxi Xinjian Industrial Development Company Limited	96	0.75
12.	Shanghai Zhongjing Investment Partnership (Limited Partnership)	96	0.75
13.	Suzhou Industrial Park Heyuan Northern Light Venture Capital Partnership (Limited Partnership)	48	0.37

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

To enhance the utilization of the Company's temporary idle proceeds, the Company intends to apply part of the temporary idle proceeds, on the condition that the construction of the committed projects and planned usage of proceeds 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 utilization and effect of the Company's

LETTER FROM THE BOARD

temporary idle proceeds, thereby further increase the overall income of the Company and seek better investment returns for the benefits of the Company and Shareholders as a whole. The proposed wealth management products to be invested are summarized 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 Company or unexpired wealth management products held at any time shall not exceed RMB75 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. Within the range of cap, the Board shall be authorized at the general meeting of the Company to exercise such investment decision and the Chairman shall be authorized, within one year commencing from the approval at the general meeting, to exercise the decision-making power regarding purchase of wealth management products within the abovementioned cap and sign relevant legal documents.

(14) THE AGM AND CLASS MEETINGS

Notices of the AGM and Class Meetings

The AGM and Class Meetings will be held on Tuesday, 7 June 2016 at 1 Yanxin Road East, Huishan Economic Development Zone, Wuxi, People's Republic of China. The notices of the AGM and Class Meetings are set out on pages 16 to 28 of this circular.

Closure of books

The register of members of the Company will be closed from Friday, 6 May 2016 to Tuesday, 7 June 2016, 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

LETTER FROM THE BOARD

Class Meetings, all transfers accompanied by the relevant share certificates must be lodged with the H Share registrar of the Company, namely Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (in respect of H Shares), or to the Company’s registered office in the PRC at B15, District A, Huishan Economic Development Zone, Wuxi City, Jiangsu Province, PRC (in respect of Domestic Shares) no later than 4:30 p.m. on Thursday, 5 May 2016.

Attendance slip and proxy form

If you are eligible and intend to attend the AGM and Class Meetings, please complete and return the attendance slips, in accordance with the instructions printed thereon as soon as possible and in any event no later than 20 days before the date appointed for holding such meeting or any adjournment thereof.

Shareholders who intend to attend the AGM and Class Meetings by proxy are required to complete and return the form of proxies, 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 proxy form will not preclude you from attending and voting in person at the AGM and Class Meetings or any adjournment thereof should you so wish.

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. The chairman of the AGM and Class Meetings will therefore demand a poll for every such 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 of the Company registered in his or her name in the register of Shareholders. 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.

LETTER FROM THE BOARD

Recommendation

The Board considers that all resolutions set out in the AGM Notice and the Class Meeting Notices for Shareholders' consideration and approval are in the best interests of the Company and its Shareholders. As such, the Board recommends the Shareholders to vote in favor of 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

Wuxi Sunlit Science and Technology Company Limited

Zhang Degang

Chairman



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 Wuxi Sunlit Science and Technology Company Limited (the "Company") for the year ended 31 December 2015 will be held at 1 Yanxin Road East, Huishan Economic Development Zone, Wuxi, People's Republic of China at 10:00 a.m. on Tuesday, 7 June 2016 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 (the "Board") of directors (the "Directors") of the Company for the year ended 31 December 2015;
2. To receive, consider and approve the report of the board of supervisors of the Company for the year ended 31 December 2015;
3. To receive, consider and approve the annual report of the Company for the year ended 31 December 2015;
4. To receive, consider and approve the Company's audited consolidated financial statements for the year ended 31 December 2015;
5. To consider and approve the Company's profit distribution plan for the year ended 31 December 2015;
6. To consider and approve the Company's external auditors' fees for the year ended 31 December 2015;
7. To consider and approve the re-appointment of PricewaterhouseCoopers as the Company's external auditors for a term until the conclusion of the annual general meeting of the Company to be held in 2017, and to authorise the Board and authorised person of the Board to determine its remuneration; and
8. To consider and approve the purchase of Directors' liability insurance.

NOTICE OF 2015 ANNUAL GENERAL MEETING

SPECIAL RESOLUTIONS

9. To consider and approve the following resolution as a special resolution:

“(a) **THAT** subject to the limitation imposed by paragraphs (c) and (d) below and in compliance with the requirements of the Rules Governing the Listing of Securities on the Main Board of The Stock Exchange of Hong Kong Limited (“Stock Exchange”), the Company Law of the People’s Republic of China (“PRC”), as well as other applicable laws and regulations, in each case as amended from time to time, to consider and approve the grant of general mandate to the board of directors of the Company (“Board”) to exercise, once or more than once, all the powers of the Company to allot, issue and deal with domestic shares (“Domestic Shares”) and/or overseas listed foreign shares (“H Shares”) of the Company during the Relevant Period (as defined below) and in accordance with the terms and conditions determined by the Board. In exercising the power to allot, issue and deal with 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 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, the offer of subscription for and issue of shares to holders of H Shares shall exclude shareholders residing in the PRC or the Special Administration Region of Hong Kong of the PRC “Hong Kong” or the offer of subscription for and issue of shares to holders of Domestic Shares shall exclude shareholders residing outside the PRC or Hong Kong;

NOTICE OF 2015 ANNUAL GENERAL MEETING

- (b) Upon the exercise of the powers granted to the Board in paragraph (a) the Board may during the Relevant Period (as defined below) make and grant offers, agreements or options which might require the Domestic Shares and/or H Shares in relation to the exercise of such powers may have to be allotted and issued after expiration of the Relevant Period (as defined below);
- (c) the aggregate number of Domestic Shares and H Shares to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or other arrangement) by the Board pursuant to the authority given under paragraph (a) above, excluding any shares allotted pursuant to the Company Law of the PRC and the articles of association of the Company, 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) upon exercising the powers mentioned in paragraph (a) above, the Board shall (i) comply with the Company Law of the PRC, other applicable laws and regulations and the Rules Governing the Listing of Securities on the Main Board of the Stock Exchange (in each case as amended from time to time), and (ii) be approved by the China Securities Regulatory Commission and the relevant authorities of the PRC;
- (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) twelve months after the passing of this resolution; or
 - (iii) the date on which the authority given under this resolution is revoked or varied by a special resolution of the Company in general meeting;
- (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 and other 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 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 2015 ANNUAL GENERAL MEETING

- (g) the Board be authorised to make any necessary amendments as it considers appropriate in 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.”

10. To consider and, if thought fit, pass the following as special resolution:

“THAT:

To authorise the Board to repurchase H Shares of the Company (the “H Shares”) subject to the following conditions:

- (a) subject to paragraphs (b) and (c) below, the exercise by the Board during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to repurchase H Shares in issue of the Company on the Stock Exchange, subject to and in accordance with all applicable laws, rules and regulations and/or requirements of the governmental or regulatory body of securities in the PRC, the Stock Exchange or of any other governmental or regulatory body be and is approved;
- (b) the aggregate nominal value 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 aggregate nominal value 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 in the same terms as the resolution set out in this paragraph (except for this sub-paragraph (c)(i)) at the AGM of the Company to be held on Tuesday, 7 June 2016 (or on such adjourned date as may be applicable); and the class meetings for holders of H Shares of the Company and for holders of Domestic Shares of the Company to be held on 7 June 2016 (or on such adjourned date as may be applicable); and
 - (ii) the approval of the State Administration of Foreign Exchange of the PRC and/or any other regulatory authorities as may be required by the laws, rules and regulations of the PRC being obtained by the Company if appropriate.

NOTICE OF 2015 ANNUAL GENERAL MEETING

- (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 a period of twelve months following the passing of this special resolution; or
 - (iii) the date on which the authority set out in this special resolution is revoked or varied by a special resolution of the members of the Company in any general meeting or by a special resolution of holders of H Shares or holders of Domestic Shares of the Company at their respective class meetings.
 - (e) subject to approval of all relevant governmental authorities in the PRC for the repurchase of such H Shares being granted, the Board be hereby authorised to:
 - (i) make such 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 H Shares as contemplated in paragraph (a) above; and
 - (ii) file the amended Articles of Association of the Company with the relevant governmental 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 consider and approve the transfer of 960,000 domestic shares of the Company amounted to RMB20 million held by Shaanxi Xinjian Industrial Development Company Limited, the shareholder of the Company’s domestic shares, to Shanxi Renten Investment Management Company Limited, and to authorise the Board to deal with the preparation of submission of approval of share transfer of the Company and the terms related to the Articles of Association to relevant departments.

NOTICE OF 2015 ANNUAL GENERAL MEETING

12. To consider and approve the amendments to the Articles of Association.
13. To authorize the Board to exercise the investment decision of the utilization of the temporary idle proceeds and the Board shall be authorized, within one year commencing from the approval at the general meeting, to exercise the decision-making power regarding purchase of wealth management products within the cap of RMB75 million and sign relevant legal documents.

By order of the Board
Wuxi Sunlit Science and Technology Company Limited
Zhang Degang
Chairman

Hong Kong, 21 April 2016

Notes:

1. The register of members of the Company will be closed from Friday, 6 May 2016 to Tuesday, 7 June 2016, 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, all transfers accompanied by the relevant share certificates must be lodged with the H Share registrar of the Company (in respect of H Shares), namely Computershare Hong Kong Investor Services Limited, or to the Company's registered office in the PRC (in respect of Domestic Shares) no later than 4:30 p.m. on Thursday, 5 May 2016.
2. Shareholders of the Company (the "Shareholders") who are entitled to attend and vote at the AGM may appoint one or more proxies to attend and, in the event of a poll, vote on their behalves. A proxy needs not be a Shareholder.
3. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorised in writing. If the 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, for the holders of H Shares, to the H Share registrar of the Company, Computershare Hong Kong Investor Services 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 for holding the AGM. 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 Shareholders from attending and voting in person at the AGM or any adjourned meetings should you so wish.
5. Shareholders shall produce their identity documents and supporting documents in respect of Shares held when attending the AGM. If corporate Shareholders 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 authorised parties of the corporate Shareholders or other notarially certified documents allowed by the Company. Proxies shall produce their identity documents and the proxy form signed by the Shareholders or their attorney when attending the AGM.
6. Shareholders who intend to attend the AGM should complete and return the reply slip in writing by hand or by post 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 Wednesday, 18 May 2016.
7. 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 transportation and accommodation expenses.

NOTICE OF 2015 ANNUAL GENERAL MEETING

8. The name and address of the Company's H Share registrar in Hong Kong is as follows:

Computershare Hong Kong Investor Services Limited
17M Floor,
Hopewell Centre,
183 Queen's Road East,
Wanchai,
Hong Kong

9. The registered office of the Company in the PRC is as follows:

B15, District A,
Huishan Economic Development Zone,
Wuxi City,
Jiangsu Province,
PRC

10. Where there are joint registered holders of any Share(s), any one of such joint holders may attend and vote at the AGM, either in person or by proxy, in respect of such Share(s) as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the AGM or any adjourned meeting thereof (as the case may be), the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

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 is Mr. Gao Feng and Ms. Zhang Jinghua and the independent non-executive Directors of the Company are Mr. Liu Chaojian, Mr. Gao Fuping and Mr. Ho Yuk Ming, Hugo.

NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES



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 Wuxi Sunlit Science and Technology Company Limited (the "Company") will be held at 1 Yanxin Road East, Huishan Economic Development Zone, Wuxi, 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 Tuesday, 7 June 2016 for the following purpose of considering and if thought fit, passing the following resolution:

SPECIAL RESOLUTION

To authorise the board (the "Board") of directors (the "Directors") of the Company to repurchase H Shares of the Company (the "H Shares") subject to the following conditions:

- (a) subject to paragraphs (b) and (c) below, the exercise by the Board during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to repurchase H Shares in issue of the Company on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), subject to and in accordance with all applicable laws, rules and regulations and/or requirements of the governmental or regulatory body of securities in the PRC, the Stock Exchange or of any other governmental or regulatory body be and is approved;
- (b) the aggregate nominal value 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 aggregate nominal value 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 in the same terms as the resolution set out in this paragraph (except for this sub-paragraph (c)(i)) at the AGM of the Company to be held on Tuesday, 7 June 2016; and the class meetings for holders of H Shares of the Company and for holders of Domestic Shares of the Company to be held on 7 June 2016; and
 - (ii) the approval of the SAFE of the PRC and/or any other regulatory authorities as may be required by the laws, rules and regulations of the PRC being obtained by the Company if appropriate.

NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES

- (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 a period of twelve months following the passing of this special resolution; or
 - (iii) the date on which the authority set out in this special resolution is revoked or varied by a special resolution of the members of the Company in any general meeting or by a special resolution of holders of H Shares or holders of Domestic Shares of the Company at their respective class meetings.
- (e) subject to approval of all relevant governmental authorities in the PRC for the repurchase of such H Shares being granted, the Board be hereby authorised to:
- (i) make such 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 H Shares as contemplated in paragraph (a) above; and
 - (ii) file the amended Articles of Association of the Company with the relevant governmental 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
Wuxi Sunlit Science and Technology Company Limited
Zhang Degang
Chairman

Hong Kong, 21 April 2016

Notes:

1. The register of members of the Company will be closed from Friday, 6 May 2016 to Tuesday, 7 June 2016, both dates inclusive, during which period no share transfers will be effected. In order to qualify for attending and voting at the Class Meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company’s H Shares registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Thursday, 5 May 2016.
2. Holders of H Shares entitled to attend and vote at the Class Meeting may appoint one or more proxies to attend and to vote on their behalves. A proxy need not be a member of the Company.

NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES

3. In order to be valid, the proxy form must be deposited by hand or by post, for holders of H Shares of the Company, to the H Shares registrar of the Company, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time for holding the meeting or not less than 24 hours before the time appointed for taking the poll. If the proxy form is signed by a person under a power of attorney or other authority, a notorially certified copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form.
4. Shareholders or their proxies shall present their identity documents when attending the class meeting.
5. Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which related purely to a procedural or administrative matter to be voted by a show of hands. On a poll, every shareholder present in person or by proxy shall have one vote for each share registered in his/her name in the register of members. A shareholder entitled to more than one vote needs not use all his/her votes or cast all the votes he/she uses in the same manner.
6. Shareholders who intend to attend the Class Meeting should complete and return the reply slip and return it by hand or by post to the H Share registrar of the Company on or before Wednesday, 18 May 2016.
7. The Class Meeting for holders of H Shares is expected to take half an hour after the AGM. Shareholders attending the Class Meeting shall be responsible for their own travel and accommodation expenses.

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 Mr. Gao Feng and Ms. Zhang Jinghua and the independent non-executive Directors of the Company are Mr. Liu Chaojian, Mr. Gao Fuping and Mr. Ho Yuk Ming, Hugo.



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 Wuxi Sunlit Science and Technology Company Limited (the “**Company**”) will be held at 1 Yanxin Road East, Huishan Economic Development Zone, Wuxi, 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 Tuesday, 7 June 2016 for the following purpose of considering and if thought fit, passing the following resolution:

SPECIAL RESOLUTION

To authorise the board (the “**Board**”) of directors (the “**Directors**”) of the Company to repurchase H Shares of the Company (the “**H Shares**”) subject to the following conditions:

- (a) subject to paragraphs (b) and (c) below, the exercise by the Board during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to repurchase H Shares in issue of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), subject to and in accordance with all applicable laws, rules and regulations and/or requirements of the governmental or regulatory body of securities in the PRC, the Stock Exchange or of any other governmental or regulatory body be and is approved;
- (b) the aggregate nominal value 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 aggregate nominal value 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 in the same terms as the resolution set out in this paragraph (except for this sub-paragraph (c)(i)) at the annual general meeting of the Company to be held on Tuesday, 7 June 2016; and the class meetings for holders of H Shares of the Company and for holders of Domestic Shares of the Company to be held on 7 June 2016; and
 - (ii) the approval of the SAFE of the PRC and/or any other regulatory authorities as may be required by the laws, rules and regulations of the PRC being obtained by the Company if appropriate.

NOTICE OF CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES

- (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 a period of twelve months following the passing of this special resolution; or
 - (iii) the date on which the authority set out in this special resolution is revoked or varied by a special resolution of the members of the Company in any general meeting or by a special resolution of holders of H Shares or holders of Domestic Shares of the Company at their respective class meetings.
- (e) subject to approval of all relevant governmental authorities in the PRC for the repurchase of such H Shares being granted, the Board be hereby authorised to:
 - (i) make such 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 H Shares as contemplated in paragraph (a) above; and
 - (ii) file the amended Articles of Association of the Company with the relevant governmental 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
Wuxi Sunlit Science and Technology Company Limited
Zhang Degang
Chairman

Hong Kong, 21 April 2016

Notes:

1. The register of members of the Company will be closed from Friday, 6 May 2016 to Tuesday, 7 June 2016, both dates inclusive, during which period no share transfers will be effected. In order to qualify for attending and voting at the Class Meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the registered office of the Company at B15, District A, Huishan Economic Development Zone, Wuxi City, Jiangsu Province, PRC no later than 4:30 p.m. on Thursday, 5 May 2016.
2. Holders of Domestic Shares entitled to attend and vote at the Class Meeting may appoint one or more proxies to attend and to vote on their behalves. A proxy need not be a member of the Company.

NOTICE OF CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES

3. In order to be valid, the proxy form must be deposited by hand or by post to the registered address of the Company at B15, District A, Huishan Economic Development Zone, Wuxi City, Jiangsu Province, PRC not less than 24 hours before the time for holding the meeting or not less than 24 hours before the time appointed for taking the poll. 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 authority shall be deposited at the same time as mentioned in the proxy form.
4. Shareholders or their proxies shall present their identity documents when attending the Class meeting.
5. Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which related purely to a procedural or administrative matter to be voted by a show of hands. On a poll, every shareholder present in person or by proxy shall have one vote for each share registered in his/her name in the register of members. A shareholder entitled to more than one vote needs not use all his/her votes or cast all the votes he/she uses in the same manner.
6. Shareholders who intend to attend the Class Meeting should complete and return the reply slip and return it by hand or by post to the Company on or before Wednesday, 18 May 2016.
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. The registered address of the Company is as follows:

B15, District A, Huishan Economic Development Zone, Wuxi City, 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 Mr. Gao Feng and Ms. Zhang Jinghua and the independent non-executive Directors of the Company are Mr. Liu Chaojian, Mr. Gao Fuping and Mr. Ho Yuk Ming, Hugo.

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 most important of which are summarised below. 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 resolution for the grant of the Repurchase Mandate and on the basis that no H Shares will be allotted and issued or repurchased by the Company on or prior 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 the maximum of 10% of the total H Shares in issue as at the date of passing the relevant resolution.

REASONS FOR THE REPURCHASE

The Directors believe that the Repurchase Mandate is in the interests of the Company and the Shareholders. 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.

FUNDING OF REPURCHASES

In repurchasing the H Shares, the Company may only apply funds from the Company's internal resources 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 surplus funds and 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 2015 as disclosed in the Company's latest published audited accounts contained in the annual report for the year ended 31 December 2015. However, the Directors do not intend to make any repurchases 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 capital will be reduced by an amount equivalent to the aggregate nominal 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\$)
2015		
April	10.54	7.50
May	14.78	9.20
June	10.56	7.88
July	8.60	4.10
August	6.19	3.66
September	4.49	3.50
October	5.40	3.90
November	5.01	4.02
December	4.87	4.00
2016		
January	4.70	3.70
February	4.39	3.72
March	4.04	3.69
1 April to the Latest Practicable Date	4.40	4.09

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.

DISCLOSURE OF INTERESTS

None of the Directors or, to the best of their knowledge, having made all reasonable enquiries, their close associates, have any present intention to sell to the Company any of the H Shares in the Company if the Repurchase Mandate is approved at the AGM and the Class Meetings.

No core connected person, as defined in the Listing Rules, has notified the Company that he or she or it has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is exercised.

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 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 issued Share capital of the Company.

As the shareholding in the Company of Mr. Zhang Degang, Mr. Zhang Deqiang and Ms. Zhang Jinghua acting in concert is more than 50%, 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 or Domestic Shares to an extent which would render the aforesaid Shareholders or any Shareholder or 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 purchased any H Shares (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.