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Sun.King Power Electronics Group Limited **賽晶電力電子集團有限公司***

(incorporated in the Cayman Islands with limited liability)

(stock code: 580)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Annual General Meeting**”) of Sun.King Power Electronics Group Limited (the “**Company**”) will be held at Meeting Room S226, Level 2, Hong Kong Convention and Exhibition Centre, Wanchai, Hong Kong on Tuesday, 21 June 2011 at 10:00 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2010.
2. (a) To re-elect the following retiring directors of the Company:
 - (i) Mr. Xiang Jie
 - (ii) Mr. Gong Renyuan
 - (iii) Mr. Yue Zhoumin
 - (iv) Mr. Huang Xiangqian
 - (v) Mr. Ye Weigang Greg
 - (vi) Mr. Wong Kun Kau
 - (vii) Mr. Wang Yi
 - (viii) Mr. Li Fengling
 - (ix) Mr. Chen Shimin
- (b) To authorise the board of directors of the Company to fix the remuneration of the directors.

* For identification purpose only

3. To re-appoint Deloitte Touche Tohmatsu as auditors of the Company and authorise the board of directors of the Company to fix their remuneration.

4. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

(a) **“THAT:**

(i) subject to paragraph (iii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;

(ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;

(iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the directors of the Company during the Relevant Period pursuant to paragraph (i) above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined); or (2) the grant or exercise of any option under the option scheme of the Company or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the directors, officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (3) any scrip dividend or similar arrangements providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (4) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed the aggregate of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution and the approval shall be limited accordingly;

- (iv) for the purpose of this resolution:
- (a) **“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:
 - (1) the conclusion of the next annual general meeting of the Company;
 - (2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; and
 - (3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
 - (b) **“Rights Issue”** means an offer of shares in the capital of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the directors of the Company to holders of shares in the capital of the Company whose names appear on the register of shareholders on a fixed record date in proportion to their holdings of shares of the Company (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

(b) **“THAT:**

- (i) subject to paragraph (ii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company 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 and the Stock Exchange under the Code on Share Repurchases and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;

- (ii) the aggregate nominal amount of the shares of the Company, which may be repurchased pursuant to the approval in paragraph (i) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution, and the said approval shall be limited accordingly;
- (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the directors of the Company and which are still in effect be and are hereby revoked; and
- (iv) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- a. the conclusion of the next annual general meeting of the Company;
 - b. the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; and
 - c. the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.”
- (c) “**THAT** conditional upon the resolutions numbered 4(a) and 4(b) set out in this notice being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the ordinary resolution numbered 4(a) set out in this notice be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted by the directors of the Company pursuant to such general mandate an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 4(b) set out in this notice, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of the resolutions.”

5. To consider and, if thought fit, pass the following resolution as ordinary resolution:

“**THAT** the grant of the share options to Mr. Xiang Jie to subscribe for 13,660,000 Shares at an exercise price of HK\$1.83 per share of the Company under the share option scheme (the “**Share Option Scheme**”) of the Company adopted on 23 September 2010 on such terms as stipulated in the offer letter to Mr. Xiang Jie issued pursuant to the Share Option Scheme be and is hereby approved.”

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

“**THAT** the official name of the Company be changed (i) from “Sun.King Power Electronics Group Limited” to “Sun.King Power Electronics Group Ltd.” and subsequently (ii) from “Sun.King Power Electronics Group Ltd.” to “Sun.King Power Electronics Group Limited 賽晶電力電子集團有限公司”.”

By order of the Board of Directors
Sun.King Power Electronics Group Limited
Xiang Jie
Chairman

Hong Kong, 11 May 2011

<i>Registered office:</i>	<i>Headquarters:</i>	<i>Principal place of business</i>
Cricket Square	Floor 16, No. 1 Building	<i>in Hong Kong:</i>
Hutchins Drive	No. 66 Zhong Guan Cun	8th Floor
P.O. Box 2681	East Road	Gloucester Tower
Grand Cayman	Haidian District, Beijing	The Landmark
KY1-1111	PRC	15 Queen’s Road Central
Cayman Islands		Hong Kong

Notes:

1. Any shareholder of the Company entitled to attend and vote at the Annual General Meeting shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A proxy need not be a shareholder of the Company.
2. Where there are joint holders of any share of the Company any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto, but if more than one of such joint holders be present at the Annual General Meeting the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and 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.
3. The form of proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the the Company’s Hong Kong share registrar, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or adjournment thereof at which the person named in the form of proxy proposes to vote.
4. The form of proxy for use at the Annual General Meeting is enclosed herewith.

As at the date of this notice, the executive directors of the Company are Mr. Xiang Jie, Mr. Gong Renyuan, Mr. Yue Zhoumin and Mr. Huang Xiangqian; the non-executive directors of the Company are Mr. Ye Weigang Greg and Mr. Wong Kun Kau; and the independent non-executive directors of the Company are Mr. Wang Yi, Mr. Li Fengling and Mr. Chen Shimin.