

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**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 2014,  
REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2014,  
ANNUAL REPORT FOR THE YEAR 2014,  
THE GROUP'S AUDITED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR 2014,  
PROFIT DISTRIBUTION PLAN FOR THE YEAR 2014,  
EXTERNAL AUDITORS' FEES FOR THE YEAR 2014,  
RE-APPOINTMENT OF PRICEWATERHOUSECOOPERS  
AS THE COMPANY'S EXTERNAL AUDITORS,  
RE-ELECTION OF DIRECTORS,  
RE-ELECTION OF SUPERVISORS,  
AMENDMENTS TO THE ARTICLES OF ASSOCIATION,  
PROPOSED CONVERSION INTO A COMPANY LIMITED BY SHARES  
WITH FOREIGN INVESTMENT  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the an annual general meeting of the Company to be held at the meeting room 104, 333 Yanxin Road, Huishan Economic Development Zone, Wuxi City, People's Republic of China at 10:00 a.m. on Friday, 19 June 2015 (the "AGM") is set out on pages 13 to 15 of this circular. A form of proxy for use at the AGM is also enclosed with this circular. Whether or not you intend to attend and vote at the AGM, you are requested to complete and return the enclosed form of proxy 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 or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

27 April 2015

**CONTENTS**

	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	3
<b>NOTICE OF 2014 AGM</b> .....	13
<b>APPENDIX I - RE-ELECTION OF DIRECTORS AND RE-ELECTION OF SUPERVISORS</b> .....	I-1

## 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 the meeting room 104, 333 Yanxin Road, Huishan Economic Development Zone, Wuxi City, People’s Republic of China at 10:00am on Friday, 19 June 2015
“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented
“Board”	the board of Directors of the Company
“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
“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
“H Share(s)”	the overseas listed foreign invested ordinary share(s) in the ordinary 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
“Latest Practicable Date”	17 April 2015, 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)

## DEFINITIONS

“Notice”	the notice of the AGM as set out on pages 13 to 15 of this circular
“PRC”	The People’s Republic of China
“RMB” or “Renminbi”	Renminbi, the lawful currency 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

For ease of reference, the names of the PRC-incorporated companies and entities have been included in this circular in both the Chinese and English languages. In the event of any inconsistency, the Chinese name 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

Ms. Zhang Jinghua

*Non-executive Director:*

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

27 April 2015

*To the Shareholders,*

Dear Sir/Madam,

**DIRECTORS' REPORT FOR THE YEAR 2014,  
REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2014,  
ANNUAL REPORT FOR THE YEAR 2014,  
THE GROUP'S AUDITED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR 2014,  
PROFIT DISTRIBUTION PLAN FOR THE YEAR 2014,  
EXTERNAL AUDITORS' FEES FOR THE YEAR 2014,  
RE-APPOINTMENT OF PRICEWATERHOUSECOOPERS  
AS THE COMPANY'S EXTERNAL AUDITORS,  
RE-ELECTION OF DIRECTORS,  
RE-ELECTION OF SUPERVISORS,  
AMENDMENTS TO THE ARTICLES OF ASSOCIATION,  
PROPOSED CONVERSION INTO A COMPANY LIMITED BY SHARES  
WITH FOREIGN INVESTMENT  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to give you a Notice and provide you with relevant information to enable you to make informed decision on whether to vote for or against the

## LETTER FROM THE BOARD

resolutions (among others) to be proposed at the meeting for the following issues, to be approved by way of ordinary resolutions:

### ORDINARY RESOLUTIONS

- (1) Directors' report for the year 2014;
- (2) Report of the board of Supervisors for the year 2014;
- (3) Annual report for the year 2014;
- (4) The Group's audited consolidated financial statements for the year 2014;
- (5) Profit distribution plan for the year 2014;
- (6) External auditors' fees for the year 2014;
- (7) Re-appointment of PricewaterhouseCoopers as the Company's external auditors;
- (8) Re-election of directors;
- (9) Re-election of supervisors;

### SPECIAL RESOLUTIONS

- (10) Amendments to the articles of association; and
- (11) Proposed conversion into a company limited by shares with foreign investment.

#### **(1) DIRECTORS' REPORT FOR THE YEAR 2014**

An ordinary resolution will be proposed at the AGM to approve the Directors' report for the year 2014, the text of which is set out in the Company's annual report dispatched on 27 April 2015.

#### **(2) REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2014**

An ordinary resolution will be proposed at the AGM to approve the report of the board of Supervisors for the year 2014, the text of which is set out in the Company's annual report dispatched on 27 April 2015.

#### **(3) ANNUAL REPORT FOR THE YEAR 2014**

An ordinary resolution will be proposed at the AGM to approve the annual report for the year 2014 dispatched on 27 April 2015.

## LETTER FROM THE BOARD

### **(4) THE GROUP'S AUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR 2014**

An ordinary resolution will be proposed at the AGM to approve the Group's audited consolidated financial statements for the year ended 31 December 2014, the text of which is set out in the Company's annual report dispatched on 27 April 2015.

### **(5) PROFIT DISTRIBUTION PLAN FOR THE YEAR 2014**

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 2014.

The Board proposed the distribution of a final dividend of RMB0.15 per ordinary share (before tax) and RMB19.2 million in aggregate (before tax) for the year ended 31 December 2014. Such dividends will be paid to the holders of Domestic Shares in RMB and to the holders of H Shares in HK\$. The actual amount of H Share dividend paid in HK\$ will be calculated according to the average closing exchange rate of RMB against Hong Kong dollars as published by the People's Bank of China for one calendar week preceding the date of the AGM. If the above profit distribution proposal is approved by the Shareholders at the AGM, the final dividend is expected to be distributed on Tuesday, 28 July 2015 to all Shareholders whose names appear on the register of members for H Shares of the Company on Tuesday, 30 June 2015.

Pursuant to the enterprise income tax law of the PRC and its implementation rules, which came into force on 1 January 2008 and other relevant rules, where the Company distributes the proposed 2014 final dividend to non-resident enterprise Shareholders whose names appear on the register of members for H Shares of the Company, it is required to withhold enterprise income tax at the rate of 10%. Any H Shares registered in the name of non-individual registered Shareholders, including HKSCC Nominees Limited, other nominees or trustees, or other organizations or groups, will be treated as Shares being held by non-resident enterprise Shareholders, and consequently will be subject to the withholding of the enterprise income tax.

According to regulations by the state administration of taxation (Guo Shui Han [2011] No. 348) and relevant laws and regulations, if the individual H Share Shareholders are residents of Hong Kong or Macau or those countries which have entered into a tax treaty with the PRC stipulating a dividend tax rate of 10%, the Company will finally withhold and pay individual income tax at the rate of 10% on behalf of these Shareholders. If the individual H Share Shareholders are residents of those countries which have entered into a tax treaty with the PRC stipulating a dividend tax rate of less than 10%, the Company will make applications on their behalf to seek entitlement of the relevant agreed preferential treatments pursuant to the relevant tax treaty. If the individual H Share Shareholders are residents of those countries which have entered into a tax treaty with the PRC stipulating a dividend tax rate of more than 10% but less than 20%, the Company will withhold and pay individual income tax at the actual tax rate stipulated in the relevant tax treaty. If the individual H Share Shareholders are residents of those countries which have entered into a tax treaty with the PRC stipulating a dividend tax rate of 20%, or those

## LETTER FROM THE BOARD

countries which have not entered into any tax treaties with the PRC, or under any other circumstances, the Company will withhold and pay individual income tax at the rate of 20% on behalf of these Shareholders.

The Company will determine the resident status of the individual H Share Shareholders based on the registered address as recorded in the register of members of the Company on Tuesday, 30 June 2015 (the "Registered Address"). If the resident status of any individual H Share Shareholders is not in consistency with that indicated by the Registered Address, such individual H Share Shareholders shall notify the Company's H Share registrar not later than 4:30 p.m. on Wednesday, 24 June 2015, and provide relevant supporting documents to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Any individual H Share Shareholder who fails to provide relevant supporting documents within the time period stated above, may either attend personally or appoint an agent to attend to the relevant procedures in accordance with the requirements under the tax treaty notice.

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

In order to determine the holders of Shares who are entitled to the receipt of the abovementioned 2014 final dividend, the register of members of the Company will be closed from Thursday, 25 June 2015 to Tuesday, 30 June 2015, both days inclusive. To be eligible to receive the final dividend for the year ended 31 December 2014 (subject to the approval of the Shareholders), unregistered holders of H Shares of the Company shall lodge relevant share transfer documents with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 24 June 2015.

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



## LETTER FROM THE BOARD

### **(6) EXTERNAL AUDITORS' FEES FOR THE YEAR 2014**

An ordinary resolution will be proposed at the AGM to approve the fees paid or payable to the external auditors of the Company, PricewaterhouseCoopers, for the year ended 31 December 2014.

During the year ended 31 December 2014, the fees payable to PricewaterhouseCoopers in respect of its audit services provided to the Group was RMB0.7 million. The total fees paid and payable to PricewaterhouseCoopers for the reporting accountant service in relation to the listing of the Company on the Main Board of the Stock Exchange and certain agreed-upon procedures in connection with the internal controls of the Company and its major operating subsidiary was approximately RMB6.9 million and RMB0.65 million, respectively.

### **(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.

### **(8) RE-ELECTION OF DIRECTORS**

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

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

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

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

## LETTER FROM THE BOARD

### (9) RE-ELECTION OF SUPERVISORS

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

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

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

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

### (10) AMENDMENTS TO THE ARTICLES OF ASSOCIATION

To meet the needs of the Company's development after its listing, it is proposed that the Shareholders at the AGM to consider and approve the amendments to the certain provisions of the Articles of Association, the details of which are as follows:

#### **The original clause**

Article 1.7 The Articles were adopted by a special resolution at the shareholders' general meeting and approved by the competent authorities. The Articles shall be effective on the date when the overseas listed foreign invested shares of the Company are listed on The Hong Kong Stock Exchange Limited (hereinafter the "HK Stock Exchange"). The original Articles of Association of the Company shall automatically expire upon the effective date of the Articles.

The Articles shall become a legally binding document that regulates the organization and acts of the Company as well as the rights and obligations between the Company and its shareholders and among the shareholders from the date on which it becomes effective.

#### **The amended clause**

Article 1.7 The Articles were adopted by a special resolution at the shareholders' general meeting and approved by the competent authorities. The original Articles of Association of the Company shall automatically expire upon the effective date of the Articles.

The Articles shall become a legally binding document that regulates the organization and acts of the Company as well as the rights and obligations between the Company and its shareholders and among the shareholders from the date on which it becomes effective.

## LETTER FROM THE BOARD

### **The original clause**

Article 2.2 The Company's scope of business includes: licensed businesses: nil; general business items: the design, installation, debugging and sale of the automation control equipment; the sale of standard machinery and parts, electronic machinery and appliance, hardware and electrical equipment, instrument and meter; the manufacturing, processing and sale of automation and control equipment, machinery parts and stainless trough. (if any of the above business requires administrative permit, the business shall only be conducted after the acquisition of such permit).

The business scope as approved by the registration authorities will be final and valid. The Company can adjust its business scope and practice and sets up subsidiaries, branches and offices in China and abroad (whether or not it is wholly owned) according to the changes of the market and its own business needs.

### **The amended clause**

Article 2.2 The Company's scope of business includes: the design, installation, debugging and sale of the automation control equipment; the sale of standard machinery and parts, electronic machinery and appliance, hardware and electrical equipment, instrument and meter; the manufacturing, processing and sale of automation and control equipment, machinery parts and stainless trough. (if any of the above business requires administrative permit, the business shall only be conducted after the acquisition of such permit).

The business scope as approved by the registration authorities will be final and valid. The Company can adjust its business scope and practice and sets up subsidiaries, branches and offices in China and abroad (whether or not it is wholly owned) according to the changes of the market and its own business needs.

## LETTER FROM THE BOARD

### **The original clause**

Article 3.6 As approved by the securities regulatory authority of the State Council, the Company initially issued 32,000,000 overseas-listed foreign invested shares (excluding the over-allotment), representing approximately 25% of the total number of ordinary shares of the Company in issue.

Upon completion of the issuance of the overseas-listed foreign invested shares as aforementioned, and assuming no exercise of the over-allotment options, the shareholding structure of the Company shall be as follows: there are 128,000,000 ordinary shares, of which 96,000,000 shares are held by domestic shareholders, representing 75% of the total ordinary shares of the Company in issue; and 32,000,000 shares are held by holders of overseas-listed foreign invested shares, representing 25% of the total ordinary shares of the Company in issue.

If the over-allotment options are exercised in full, the shareholding structure of the Company shall be as follows: there are 132,800,000 ordinary shares, of which 96,000,000 shares are held by domestic shareholders, representing 72.29% of the total ordinary shares of the Company in issue; and 36,800,000 shares are held by holders of overseas-listed foreign invested shares, representing 27.71% of the total ordinary shares of the Company in issue.

### **The amended clause**

Article 3.6 As approved by the securities regulatory authority of the State Council, the Company initially issued 32,000,000 overseas-listed foreign invested shares (excluding the over-allotment), representing approximately 25% of the total number of ordinary shares of the Company in issue.

The shareholding structure of the Company is as follows: there are 128,000,000 ordinary shares, of which 96,000,000 shares are held by domestic shareholders, representing 75% of the total ordinary shares of the Company in issue; and 32,000,000 shares are held by holders of overseas-listed foreign invested shares, representing 25% of the total ordinary shares of the Company in issue.

## LETTER FROM THE BOARD

### **The original clause**

Article 3.9 The registered capital of the Company was RMB96 million before the issuance of the overseas-listed foreign invested shares as aforementioned in Article 3.6. Upon completion of such issuance, the registered capital of the Company will be RMB128,000,000 if the over-allotment option is not exercised, and RMB132,800,000 if the over-allotment option is exercised.

### **The amended clause**

Article 3.9 After the issuance of the overseas-listed foreign invested shares as aforementioned in Article 3.6, the registered capital of the Company shall be RMB128,000,000 where the over-allotment option is not exercised. The Company shall be converted into a company limited by shares with foreign investment.

## **11. PROPOSED CHANGE AS A COMPANY LIMITED BY SHARES WITH FOREIGN INVESTMENT**

With the listing of the Company on the Stock Exchange on 11 November 2014, the Over-allotment Option has lapsed on 4 December 2014. The issued share capital is RMB128 million, comprising 32,000,000 H Shares of RMB1.00 each and 96,000,000 A Shares of RMB1.00 each. The Wuxi Administration for Industry and Commerce regards the issuance of the 32,000,000 H Shares by the Company as overseas listed foreign shares and requested the Company to be converted into a company limited by shares with foreign investment.

In this respect, a special resolution will be proposed at the AGM to consider and approve the conversion of the Company into a company limited by shares with foreign investment.

## **12. THE AGM**

### **Notice of the AGM**

The AGM will be held at the meeting room 104, 333 Yanxin Road, Huishan Economic Development Zone, Wuxi City, People's Republic of China at 10:00 a.m. on Friday, 19 June 2015. The Notice of the AGM is set out on pages 13 to 15 of this circular.

### **Closure of books**

The register of members of the Company will be closed from Wednesday, 20 May 2015 to Friday, 19 June 2015, 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, 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 Tuesday, 19 May 2015.

## LETTER FROM THE BOARD

The register of members will be closed from Thursday, 25 June 2015 to Tuesday, 30 June 2015, both days inclusive, during which period no transfer of shares will be registered. In order to be qualified for receiving the dividend, all transfer documents of the holders of H Shares of the Company must be lodged at our H Share Registrar at 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 Wednesday, 24 June 2015.

### **Attendance slip and proxy form**

If you are eligible and intend to attend the AGM, please complete and return the attendance slip, 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 by proxy are required to complete and return the proxy form, 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 or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

### **Voting by poll at the AGM**

Pursuant to Rule 13.39(4) of the Listing Rules, the resolutions to be proposed at the AGM as set out in the Notice set out at the end of this circular must be taken by poll. The chairman of the AGM will therefore demand a poll for every such resolution put to the vote at the AGM. 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.

### **Recommendation**

The Board considers that all resolutions set out in the Notice 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 Notice which are to be proposed at the AGM.

Yours faithfully,  
By order of the Board  
**Wuxi Sunlit Science and Technology Company Limited**  
**Zhang Degang**  
*Chairman*

## NOTICE OF 2014 ANNUAL GENERAL MEETING



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 2014 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 2014 will be held at the meeting room 104, 333 Yanxin Road, Huishan Economic Development Zone, Wuxi City, People's Republic of China at 10:00 a.m. on Friday, 19 June 2015 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 2014;
2. To receive, consider and approve the report of the board of supervisors of the Company for the year ended 31 December 2014;
3. To receive, consider and approve the annual report of the Company for the year ended 31 December 2014;
4. To receive, consider and approve the Company's audited consolidated financial statements for the year ended 31 December 2014;
5. To consider and approve the Company's profit distribution plan for the year ended 31 December 2014, namely, the proposed distribution of a final dividend of RMB0.15 per ordinary share (before tax) and RMB19.2 million in aggregate (before tax) for the year ended 31 December 2014;
6. To consider and approve the Company's external auditors' fees for the year ended 31 December 2014;
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 2016, and to authorise the Board and authorised person of the Board to determine its remuneration;
8. To consider and approve the re-election of Mr. Zhang Degang as an executive Director;

## NOTICE OF 2014 ANNUAL GENERAL MEETING

9. To consider and approve the re-election of Mr. Zhang Deqiang as an executive Director;
10. To consider and approve the re-election of Ms. Zhang Jinghua as an executive Director;
11. To consider and approve the re-election of Mr. Gao Feng as a non-executive Director;
12. To consider and approve the re-election of Mr. Liu Chaojian as an independent non-executive Director;
13. To consider and approve the re-election of Mr. Gao Fuping as an independent non-executive Director;
14. To consider and approve the re-election of Mr. Ho Yuk Ming, Hugo as an independent non-executive Director;
15. To consider and approve the re-election of Mr. Peng Jiashan as a supervisor of the Company;
16. To consider and approve the re-election of Ms. Wei Yi as a supervisor of the Company;

### SPECIAL RESOLUTIONS

17. To consider and approve the resolution on the amendments to the Articles of Association; and
18. To consider and approve the proposed conversion into a company limited by shares with foreign investment.

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

Hong Kong, 27 April 2015

*Notes:*

1. The register of members of the Company will be closed from Wednesday, 20 May 2015 to Friday, 19 June 2015, 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 Tuesday, 19 May 2015.
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 need not be a Shareholder.



## NOTICE OF 2014 ANNUAL GENERAL MEETING

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) before Friday, 29 May 2015.
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.
8. The name and address of the Company's H Share registrar in Hong Kong is as follows:  
  
Computershare Hong Kong Investor Services Limited  
Shops 1712-1716, 17th Floor and 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, Mr. Zhang Deqiang and Ms. Zhang Jinghua, the non-executive Director of the Company is Mr. Gao Feng and the independent non-executive Directors of the Company are Mr. Liu Chaojian, Mr. Gao Fuping and Mr. Ho Yuk Ming, Hugo.*

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

## DIRECTORS

### Executive Directors

**Mr. ZHANG Degang (張德剛)**, aged 42, is our executive Director and the Chairman of our Group. Mr. Zhang is one of the founders of our Group. He is primarily responsible for our Group's day-to-day management, postulating business development plans and overseeing our Group's overall corporate strategies. He is also the chairman of the nomination committee and strategic committee. Mr. Zhang Degang is the brother of Mr. Zhang Deqiang and Ms. Zhang Jinghua.

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

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

In March 2006, Mr. Zhang Degang (through his spouse, Ms. Zhu Yingxuan) established our Predecessor Company with Mr. Zhang Deqiang. He has been the director of Sanzhi Gongkong since April 2009 and he acted as the general manager of Sanzhi Gongkong from April 2009 to December 2011; he has also been the director and general manager of Jiangsu Sunlit since August 2009; the general manager of Haisheng Software since July 2011 and its director since December 2012; and the director of Wuxi Shangda since December 2011.

APPENDIX I RE-ELECTION OF DIRECTORS AND RE-ELECTION OF SUPERVISORS
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Save as disclosed above, Mr. Zhang Degang has not held directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas and Mr. Zhang does not hold any other positions in the Group. Mr. Zhang had the following interest in the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date:

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

Notes:

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

Save as disclosed above, Mr. Zhang Degang does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company and Mr. Zhang does not have any interest in the Shares within the meaning of Part XV of the SFO. Mr. Zhang entered into a service contract with the Company for a term of three years commencing from 11 November, 2014. He is entitled to a monthly director's fee of RMB565,000, which was determined by the Board with reference to his experience, duties and responsibilities in the Company as well as the current market conditions. Mr. Zhang is subject to retirement by rotation in accordance with the Articles of Association of the Company.

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

**Mr. ZHANG Deqiang (張德強)**, aged 45, is our executive Director and general manager. Mr. Zhang is also one of the founders of our Group. He is primarily responsible for the day-to-day operations, strategic development and management of our Group's business. Mr. Zhang Deqiang is also a member of the remuneration and appraisal committee and strategic committee. Mr. Zhang Deqiang is the brother of Mr. Zhang Degang and Ms. Zhang Jinghua.

## APPENDIX I RE-ELECTION OF DIRECTORS AND RE-ELECTION OF SUPERVISORS

Mr. Zhang Deqiang obtained a bachelor's degree in engineering majoring in electronic precision machinery (電子精密機械) from Southeast University (東南大學) in July 1991. In August 1998, he was also conferred by 無錫市工程技術中級任職資格社會化評價委員會 (Wuxi City Engineer Technology Intermediate Qualification Socialisation Evaluation Committee\*) with the qualification of engineer. In January 2011, Mr. Zhang Deqiang was recognised by 周鐵鎮人民政府 (Zhoutie Town People's Government\*) and 中國共產黨周鐵鎮委員會 (Zhoutie Town Committee of the Communist Party of China\*) as the “明星廠長(經理)” (star factory director (manager)\*) for the year 2010. He was also accredited with an “優秀民營企業家” (outstanding non-public entrepreneur\*) for two consecutive years in 2010 and 2011 by 無錫市人民政府 (Wuxi People's Government\*) and 中國共產黨無錫市委 (Wuxi Municipal Committee of the Communist Party of China\*).

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

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

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

Save as disclosed above, Mr. Zhang Deqiang has not held directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas and Mr. Zhang does not hold any other positions in the Group. Mr. Zhang had the following interest in the Company with in the meaning of Part XV of the SFO as at the Latest Practicable Date:

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

## APPENDIX I RE-ELECTION OF DIRECTORS AND RE-ELECTION OF SUPERVISORS

Notes:

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

Save as disclosed above, Mr. Zhang Deqiang does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company and Mr. Zhang does not have any interest in the Shares within the meaning of Part XV of the SFO. Mr. Zhang entered into a service contract with the Company for a term of three years commencing from 11 November 2014. He is entitled to a monthly director's fee of RMB574,000, which was determined by the Board with reference to the prevailing market price and the Company's remuneration policy. Mr. Zhang is subject to retirement by rotation in accordance with the Articles of Association of the Company.

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

**Ms. ZHANG Jinghua (張靜華)**, aged 52, is our executive Director and vice-general manager. Ms. Zhang is responsible for our Group's day-to-day management. Ms. Zhang is the sister of Mr. Zhang Degang and Mr. Zhang Deqiang.

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

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

<b>APPENDIX I RE-ELECTION OF DIRECTORS AND RE-ELECTION OF SUPERVISORS</b>
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Ms. Zhang Jinghua joined our Group in April 2009 as the director of Sanzhi Gongkong, and in December 2011, she was appointed as its general manager. Since July 2012, she has acted as our vice-general manager (副總經理). In August 2013, she was appointed as our executive Director.

Ms. Zhang Jinghua entered into a formal service contract with the Company for a term of three years commencing from 11 November 2014, and is subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the Articles of Association of the Company. Ms. Zhang is entitled to a monthly director's fee of RMB305,000, which was determined by the Board with reference to her experience, duties and responsibilities in the Company as well as the current market conditions.

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

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

*Notes:*

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

Save as disclosed above, Ms. Zhang Jinghua has not held any other directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas and Ms. Zhang does not hold other positions in the Group. Ms. Zhang does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company and Ms. Zhang does not have any interest in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

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



**Non-Executive Director**

**Mr. GAO Feng (高峰)**, aged 47, joined our Group in July 2012, and was appointed as our non-executive Director. Mr. Gao is the general partner of 上海玉道投資管理中心(有限合夥) (Shanghai Yudao Investment Management Centre (Limited Partnership)\*) and 上海世道投資發展中心(有限合夥) (Shanghai Shidao Investment Development Centre (Limited Partnership)\*), who are the general partner and limited partner of Yudao Tiansui (one of our Pre-IPO Investors), respectively. He is also a member of the audit committee.

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

Save as disclosed above, Mr. Gao Feng has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas. Mr. Gao does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of our Company. Mr. Gao does not hold any positions in our Company or other members of our Group. Mr. Gao does not have any interests in the Shares within the meaning of Part XV of the SFO. Mr. Gao entered into a service contract with the Company for a term of three years commencing from 11 November 2014 and he will not receive any salary or other remuneration and/or benefits as a Director. Mr. Gao is subject to retirement by rotation in accordance with the Articles of Association of the Company.

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

**Independent non-executive Directors**

**Mr. LIU Chaojian (劉朝建)**, aged 49, was appointed as our independent non-executive Director in July 2012. He is also a member of the audit committee, the chairman of the remuneration and appraisal committee and a member of the strategic committee. Mr. Liu is not involved in our Group's research and development activities.

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

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

Save as disclosed above, Mr. Liu Chaojian has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas. Mr. Liu does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of our Company. Mr. Liu does not hold any positions in our Company or other members of our Group. Mr. Liu does not have any interests in the Shares within the meaning of Part XV of the SFO. Mr. Liu entered into a service contract with the Company for a term of three years commencing from 11 November 2014. He is entitled to a monthly director's fee of RMB100,000, which was determined by the Board with reference to the prevailing market price and the Company's remuneration policy. Mr. Liu is subject to retirement by rotation in accordance with the Articles of Association of the Company.

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

**Mr. GAO Fuping (高富平)**, aged 51, was appointed as our independent non-executive Director in August 2013. Mr. Gao is also a member of the remuneration and appraisal committee and nomination committee.

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

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

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

Save as disclosed above, Mr. Gao Fuping has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas. Mr. Gao does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of our Company. Mr. Gao does not hold any positions in our Company or other members of our Group. Mr. Gao does not have any interests in the Shares within the meaning of Part XV of the SFO. Mr. Gao entered into a service contract with the Company for a term of three years



## APPENDIX I RE-ELECTION OF DIRECTORS AND RE-ELECTION OF SUPERVISORS

commencing from 11 November 2014. He is entitled to a monthly director's fee of RMB96,000, which was determined by the Board with reference to the prevailing market price and the Company's remuneration policy. Mr. Gao is subject to retirement by rotation in accordance with the Articles of Association of the Company.

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

**Mr. HO Yuk Ming, Hugo (何育明)**, aged 43, was appointed as our independent non-executive Director in August 2013. Mr. Ho is also the chairman of the audit committee and a member of the nomination committee.

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

Mr. Ho Yuk Ming, Hugo has over 11 years of experience in auditing, accounting and finance related matters. As of the Latest Practicable Date, Mr. Ho has worked in the following companies listed on the Stock Exchange:

Name	Stock Code	Position	Tenure
Best Wide Group Limited	464 (delisted in November 2001)	accounting manager	May 2000 to July 2006
National United Resources Holdings Limited (formerly known as eCyberChina Holdings Limited at the material time)	254	executive director	March 2004 to September 2004
		financial controller	March 2004 to December 2004
V1 Group Limited (formerly known as Yanion International Holdings Limited at the material time)	82	executive director	January 2005 to February 2006
		qualified accountant	April 2005 to March 2006
United Energy Group Limited	467	accounting manager	September 2006 to March 2010
		company secretary	April 2008 to February 2010
Shenzhen Mingwah Aohan High Technology Corporation Limited	8301	company secretary	July 2013 to 28 February 2014

APPENDIX I RE-ELECTION OF DIRECTORS AND RE-ELECTION OF SUPERVISORS
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Name	Stock Code	Position	Tenure
Future Bright Mining Holdings Limited	2212	CFO & company secretary	April 2014 to present
Zuoli Kochuang Micro-finance Company Limited	6866	Independent non-executive director	April 2014 to present

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

Save as disclosed above, Mr. Ho Yuk Ming, Hugo has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas. Mr. Ho does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of our Company. Mr. Ho does not hold any positions in our Company or other members of our Group. Mr. Ho does not have any interests in the Shares within the meaning of Part XV of the SFO. Mr. Ho entered into a service contract with the Company for a term of three years commencing from 11 November 2014. He is entitled to a monthly director's fee of RMB96,000, which was determined by the Board with reference to the prevailing market price and the Company's remuneration policy. Mr. Ho is subject to retirement by rotation in accordance with the Articles of Association of the Company.

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

## SUPERVISORS

**Mr. PENG Jiashan (彭加山)**, aged 51, was appointed as our Supervisor as a shareholder representative with effect from 15 August 2014. Mr. Peng graduated from Jiangsu University (江蘇大學) majoring in mechanical and electronic engineering (機械電子工程) in July 2002. Mr. Peng received the qualification of engineer (工程師) from 無錫市人事局 (Wuxi City Personnel Bureau\*) in September 2003.

From July 1988 to September 1991, Mr. Peng Jiashan worked in 無錫機械製造學校 (Wuxi Institute of Machinery Manufacturing, currently known as Wuxi School of Technology (無錫職業技術學院)) as an internship tutor (實習指導老師). From September 1991 to August 2005, Mr. Peng worked in 江陰市交通職工學校 (Jiangyin City Transport Workers School\*) as a teacher. Since August 2005 till now, Mr. Peng has worked in 江蘇省江陰職業技術教育中心校 (Jiangsu Provincial Jiangyin Central School of Vocational Technology Education\*, currently known as 江蘇省江陰中等專業學校 (Jiangsu Provincial

## APPENDIX I RE-ELECTION OF DIRECTORS AND RE-ELECTION OF SUPERVISORS

Jiangyin Secondary Professional School\*)) as a teacher. Mr. Peng has been granted jointly by 中共江陰市交通局委員會 (Jiangyin City Transport Bureau Commission\*) and Jiangyin City Transport Bureau the title of 先進生產(工作)者 (advanced (working) producer\*) in February 2000 and January 2001, respectively.

Save as disclosed above, Mr. Peng Jiashan has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas. Mr. Peng does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of our Company. Mr. Peng does not hold any positions in our Company or other members of our Group. Mr. Peng does not have any interests in the Shares within the meaning of Part XV of the SFO. Mr. Peng entered into a service contract with the Company for a term of three years commencing from 11 November 2014 and he will not receive any salary or other remuneration and/or benefits as a Supervisor. Mr. Peng is subject to retirement by rotation in accordance with the Articles of Association of the Company.

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

**Ms. WEI Yi (危奕)**, aged 45, was appointed as our Supervisor as a shareholder representative with effect from 15 August 2014. Ms. Wei obtained a bachelor's degree in engineering majoring in electronic precision machinery (電子精密機械) from Southeast University (東南大學) in July 1991. From August 1996 to July 1999, Ms. Wei studied Modern Financial Accounting courses at Xidian University (西安電子科技大學) and graduated from Xidian University in July 1997. Ms. Wei received the certificate of accounting professional issued by the Financial Department of Shaanxi Province (陝西省財政廳) in April 2003.

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

Save as disclosed above, Ms. Wei Yi has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas. Ms. Wei does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of our Company. Ms. Wei does not hold any positions in our Company or other members of our Group. Ms. Wei does not have any interests in the Shares within the meaning of Part XV of the SFO. Ms. Wei entered into a service contract with the Company for a term of three years commencing from 11 November 2014 and she will not receive any salary or other remuneration and/or benefits as a Supervisor. Ms. Wei is subject to retirement by rotation in accordance with the Articles of Association of the Company.

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