
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your 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 Coslight Technology International Group Limited, you should at once hand this circular with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



COSLIGHT TECHNOLOGY INTERNATIONAL GROUP LIMITED

光宇國際集團科技有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1043)

PROPOSED APPOINTMENT OF AUDITORS AND NOTICE OF SPECIAL GENERAL MEETING

A notice convening a special general meeting (the "SGM") of Coslight Technology International Group Limited to be held at Rooms 2501-2502, COSCO Tower, 181-183 Queen's Road Central, Hong Kong on Friday, 19 February 2021 at 3:30 p.m. is set out on pages SGM-1 to SGM-3 of this circular. If you are not able to attend the SGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the SGM (i.e. not later than 3:30 p.m. on Wednesday, 17 February 2021) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders of the Company (the "Shareholders") from attending and voting in person at the SGM or any adjourned meeting if they so wish.

PRECAUTIONARY MEASURES FOR THE SGM

To safeguard the health and safety of Shareholders and to prevent the spreading of the COVID-19 pandemic, the following precautionary measures will be implemented at the SGM:

- (1) Compulsory temperature screening/checks
- (2) Wearing of surgical face mask
- (3) No provision of refreshments or drinks

Attendees who do not comply with the precautionary measures referred to in (1) to (3) above may be denied entry to the SGM venue, at the absolute discretion of the Company as permitted by law.

Any person with a body temperature of over 37.3 degrees Celsius will not be admitted to the SGM venue.

27 January 2021

* For identification purpose only

** References to time and dates in this circular are to Hong Kong time and dates

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Notice of SGM	SGM-1

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Appointment”	the proposed appointment of ZHONGHUI as new Auditors
“Audit Committee”	the audit committee of the Board
“Auditors”	the auditors of the Group
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company (as amended from time to time)
“Company”	Coslight Technology International Group Limited, a company incorporated in Bermuda with limited liability, and the issued Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	22 January 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SGM”	the special general meeting of the Company to be convened and held to consider, among other things, the Appointment

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“SHINEWING”	SHINEWING (HK) CPA Limited, the former Auditors
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“ZHONGHUI”	ZHONGHUI ANDA CPA Limited, the proposed new Auditors
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

* *For identification purpose only*

LETTER FROM THE BOARD



COSLIGHT TECHNOLOGY INTERNATIONAL GROUP LIMITED

光宇國際集團科技有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1043)

Executive Directors:

Mr. SONG Dian Quan
Ms. LUO Ming Hua
Mr. LI Ke Xue
Mr. XING Kai
Mr. ZHANG Li Ming
Mr. LIU Xing Quan

Registered office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

*Head office and principal place of
business in Hong Kong:*

Rooms 2501-2502
COSCO Tower, 181-183
Queen's Road Central
Hong Kong

Independent Non-Executive Directors:

Mr. LI Zeng Lin
Dr. GAO Yun Zhi
Ms. ZHU Yan Ling

27 January 2021

To the Shareholders

Dear Sir or Madam

PROPOSED APPOINTMENT OF AUDITORS AND NOTICE OF SPECIAL GENERAL MEETING

INTRODUCTION

Reference is made to the announcements of the Company dated 12 October 2020 and 14 October 2020 in relation to the resignation of SHINEWING as the Auditors, and the announcement of the Company dated 21 January 2021 in relation to the proposed appointment of ZHONGHUI as the new Auditors.

* For identification purpose only

LETTER FROM THE BOARD

The purpose of this circular is to provide you with information regarding the Appointment to enable you to make a decision on whether to vote for or against the resolution in connection with such matter to be proposed at the forthcoming SGM.

RESIGNATION OF SHINEWING

On 8 October 2020, SHINEWING resigned as the Auditors. As disclosed in the announcements of the Company dated 12 October 2020 and 14 October 2020, in SHINEWING's letter of resignation to the Board and the Audit Committee dated 8 October 2020, SHINEWING resigned after taking into account several factors, including among others:

- (i) several major outstanding audit matters including, but not limited to assignment agreement of operation rights in relation to very substantial disposal of Dongying Kunyu Energy Technology Company Limited; and
- (ii) the Company did not accept the suggestion of conducting forensic investigation regarding the enquiry letter from a regulatory authority.

SHINEWING, as they have advised the management of the Company, considered that they were not in a position to precisely estimate the date by which they could foresee to complete the necessary audit procedures and conclude the audit of the consolidated financial statements of the Group for the year ended 31 December 2019 (the "the Financial Statements") based on the current status of the outstanding matters and the circumstances surrounding the announcement of the Company dated 25 September 2020.

SHINEWING stated in their letter of resignation that having considered the significance of the outstanding audit matters and inability to reach a consensus with the management of the Group on the timetable of completing the audit of the Financial Statements, SHINEWING decided to tender their resignation as auditors of the Group.

SHINEWING further stated that in their letter of resignation that, saved as the matters set out in their letter of resignation, they were not aware of any other circumstances connected with their resignation that they considered ought to be brought to the attention of the holders of securities or creditors of the Company.

LETTER FROM THE BOARD

PROPOSED APPOINTMENT OF ZHONGHUI

Following the resignation of SHINEWING as the Auditors, the Company has been actively seeking suitable candidates to be appointed as the Auditors.

As disclosed in the announcement of the Company dated 21 January 2021, with the recommendation of the Audit Committee, it was proposed to appoint ZHONGHUI as the Auditors to fill the casual vacancy.

Pursuant to bye-law 157 of the Bye-laws of the Company, the Appointment is subject to the passing of the relevant resolution at a special general meeting to be convened by the Company, and ZHONGHUI will hold the office as the Auditors, if approved by the Shareholders at the SGM, until the conclusion of the next annual general meeting of the Company.

None of the Shareholders are required to abstain from voting at the SGM. The notice of the SGM is set out in this circular.

SGM NOTICE AND VOTING ARRANGEMENT

A notice of the SGM to be held at 3:30 p.m. on Friday, 19 February 2021 at Rooms 2501-2502, COSCO Tower, 181-183 Queen's Road Central, Hong Kong is set out on pages SGM-1 to SGM-3 of this circular for the purpose of considering and, if thought fit, approving the Appointment.

A proxy form for use at the SGM is enclosed with this circular. Whether or not you are able to attend the SGM, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the SGM (i.e. no later than 3:30 p.m. on Wednesday, 17 February 2021) or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the SGM or any adjournment of it, if you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be conducted by way of poll. The chairman of the meeting will therefore demand a poll for every resolution put to the vote of the SGM in accordance with the Bye-laws of the Company. The results of the poll shall be deemed to be the resolution of the general meeting in which the poll was demanded or required and the poll results will be published on the websites of the Stock Exchange and the Company after the SGM.

LETTER FROM THE BOARD

RECOMMENDATION

The Board confirms that, save as disclosed above, there are no other circumstances or matters in connection with the Appointment that need to be brought to the attention of the Shareholders.

The Board believes that the Appointment is fair and reasonable and is in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolution set out in the notice of SGM.

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 aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein misleading.

GENERAL INFORMATION

The English text of this circular shall prevail over the Chinese text.

Yours faithfully,
For and on behalf of the Board
Coslight Technology International Group Limited
Song Dian Quan
Chairman

* *For identification purpose only*

NOTICE OF SGM



COSLIGHT TECHNOLOGY INTERNATIONAL GROUP LIMITED

光宇國際集團科技有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1043)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “SGM”) of the shareholders of Coslight Technology International Group Limited (the “Company”) will be held at Rooms 2501-2502, COSCO Tower, 181-183 Queen’s Road Central, Hong Kong on Friday, 19 February 2021 at 3:30 p.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution of the Company:

ORDINARY RESOLUTION

“**THAT** ZHONGHUI ANDA CPA Limited be and is hereby appointed as the auditors of the Company and its subsidiaries, and to hold office until the conclusion of the forthcoming annual general meeting of the Company, and that the board of directors of the Company be and is hereby authorised to fix their remuneration.”

By Order of the Board

Coslight Technology International Group Limited

Song Dian Quan

Chairman

Hong Kong, 27 January 2021

* *For identification purpose only*

NOTICE OF SGM

Registered office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Head office and principal place of business in Hong Kong:

Rooms 2501-2502
COSCO Tower, 181-183
Queen's Road Central
Hong Kong

Notes:

1. Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
2. Where there are joint holders of any share any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior 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 Company's branch share register in respect of the joint holding.
3. The instrument appointing a proxy and (if required by the Board) 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 office of the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting (i.e. not later than 3:30 p.m. on Wednesday, 17 February 2021) or adjourned meeting at which the person named in the instrument proposes to vote. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules"), any votes of the shareholders of the Company at a general meeting must be taken by poll (except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands). Therefore, all resolution(s) proposed at the meeting shall be voted by poll.

NOTICE OF SGM

5. The register of members of the Company will be closed from Tuesday, 16 February 2021 to Friday, 19 February 2021 (both days inclusive), during which period no transfer of the shares of the Company will be registered. All transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Thursday, 11 February 2021.
6. To safeguard the health and safety of shareholders of the Company and to prevent the spreading of the COVID-19 pandemic, the following precautionary measures will be implemented at the SGM:
 - (1) Compulsory temperature screening/checks
 - (2) Wearing of surgical face mask
 - (3) No provision of refreshments or drinks

Attendees who do not comply with the precautionary measures referred to in (1) to (3) above may be denied entry to the SGM venue, at the absolute discretion of the Company as permitted by law. Any person with a body temperature of over 37.3 degrees Celsius will not be admitted to the SGM venue.
7. The chairman of a meeting has the authority to adjourn the meeting if at any time during the meeting, the chairman determines that the proceedings of the meeting contravenes any laws or regulations.
8. References to time and dates in this notice are to Hong Kong time and dates.

* *For identification purpose only*