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

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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in 無錫盛力達科技股份有限公司 (Wuxi Sunlit Science and Technology Company Limited\*) (the “Company”), you should at once hand this circular, together with the accompanying form of proxy and reply slip 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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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)**

**REPORT OF THE DIRECTORS FOR THE YEAR 2022,  
REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2022,  
ANNUAL REPORT FOR THE YEAR 2022,  
THE GROUP'S AUDITED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR 2022,  
PROFIT DISTRIBUTION PLAN FOR THE YEAR 2022,  
EXTERNAL AUDITOR'S FEES FOR THE YEAR 2022,  
RE-APPOINTMENT OF PRICEWATERHOUSECOOPERS  
AS THE COMPANY'S EXTERNAL AUDITOR,  
PURCHASE OF DIRECTORS' LIABILITY INSURANCE,  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of the Company (the “AGM”) to be held at 1 Yanxin Road East, Huishan Economic Development Zone, Wuxi, Jiangsu Province, the People's Republic of China (the “PRC”) at 10:00 a.m. on Friday, 9 June 2023 is set out on pages 10 to 12 of this circular. Whether or not you are able to attend and vote at the AGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the H Share registrar and transfer office of the Company in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong (in respect of H Shares), or to the Company's registered office in the PRC at 1 Yanxin Road East, Huishan Economic Development Zone, Wuxi, Jiangsu Province, PRC (in respect of Domestic Shares) 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.

\* For identification purposes only

24 April 2023

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## DEFINITIONS

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*In this circular, the following expressions have the meanings set out below unless the context requires otherwise.*

|   |  |
|---|--|
| “AGM”                                   | the annual general meeting of the Company to be held at 1 Yanxin Road East, Huishan Economic Development Zone, Wuxi, Jiangsu Province, PRC at 10:00 a.m. on Friday, 9 June 2023, or any adjournment thereof  |
| “AGM Notice”                            | the notice of the AGM as set out on pages 10 to 12 of this circular  |
| “Articles” or “Articles of Association” | the articles of association of the Company, as amended, supplemented or otherwise modified from time to time   |
| “Board”                                 | the board of Directors   |
| “Company”                               | 無錫盛力達科技股份有限公司 (Wuxi Sunlit Science and Technology Company Limited*), a joint stock company incorporated in the PRC with limited liability  |
| “Director(s)”                           | the director(s) of the Company   |
| “Domestic Share(s)”                     | the domestic share(s) in the share capital of the Company with a par value of RMB1.00 each, which are subscribed for in Renminbi by investors inside the PRC   |
| “Group”                                 | the Company and its subsidiaries   |
| “H Share(s)”                            | the overseas listed foreign invested share(s) in the share capital of the Company with a par value of RMB1.00 each, which are subscribed for and traded in Hong Kong Dollar and listed on the Stock Exchange |
| “H Share Registrar”                     | Union Registrars Limited   |
| “HKD” or “HK\$”                         | Hong Kong dollars, the lawful currency of Hong Kong  |
| “Hong Kong”                             | the Hong Kong Special Administrative Region of the PRC   |
| “Latest Practicable Date”               | 14 April 2023, 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, supplemented or otherwise modified from time to time  |
| “Nomination Committee”                  | the nomination committee of the Board  |

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## DEFINITIONS

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|-----------------------|---|
| “PRC”                 | The People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan |
| “Proposed Amendments” | the proposed amendments to the Articles as set out in Appendix I to this Circular   |
| “RMB” or “Renminbi”   | Renminbi, the lawful currency of the PRC  |
| “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  |

For ease of reference, the names of the PRC-incorporated companies and entities as well as PRC applicable laws and regulations have been included in this circular in both the Chinese and English languages. In the event of any inconsistency, the Chinese names shall prevail.



無錫盛力達科技股份有限公司

**Wuxi Sunlit Science and Technology Company Limited\***

*(A joint stock company established in the People's Republic of China with limited liability)*

**(Stock Code: 1289)**

*Executive Directors:*

Mr. Zhang Degang (*Chairman*)

Mr. Zhang Deqiang

Ms. Feng Lili

*Non-executive Director:*

Ms. Zhang Jinghua

*Independent non-executive Directors:*

Mr. Leung Yiu Cho

Mr. Yu Jianfeng

Mr. Zhong Ruifeng

*Registered office and*

*headquarters in the PRC:*

1 Yanxin Road East

Huishan Economic Development Zone

Wuxi

Jiangsu Province

PRC

*Principal place of business*

*in Hong Kong:*

Suite 2703, 27th Floor

Shui On Centre

6-8 Harbour Road

Wanchai

Hong Kong

24 April 2023

*To the Shareholders,*

Dear Sir/Madam,

**REPORT OF THE DIRECTORS FOR THE YEAR 2022,  
REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2022,  
ANNUAL REPORT FOR THE YEAR 2022,  
THE GROUP'S AUDITED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR 2022,  
PROFIT DISTRIBUTION PLAN FOR THE YEAR 2022,  
EXTERNAL AUDITOR'S FEES FOR THE YEAR 2022,  
RE-APPOINTMENT OF PRICEWATERHOUSECOOPERS  
AS THE COMPANY'S EXTERNAL AUDITOR,  
PURCHASE OF DIRECTORS' LIABILITY INSURANCE,  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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## LETTER FROM THE BOARD

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### INTRODUCTION

The purpose of this circular is to give you the AGM Notice and provide you with relevant information to enable you to make informed decision on whether to vote for or against the resolutions to be proposed at the AGM for (among others) the following issues, to be approved by way of ordinary resolutions and special resolution:

### ORDINARY RESOLUTIONS

- (1) Receiving, considering and approving the report of the Directors for the year 2022;
- (2) Receiving, considering and approving the report of the board of Supervisors for the year 2022;
- (3) Receiving, considering and approving the annual report of the Company for the year 2022;
- (4) Receiving, considering and approving the Group's audited consolidated financial statements for the year 2022;
- (5) Considering and approving profit distribution plan for the year 2022;
- (6) Considering and approving external auditor's fees for the year 2022;
- (7) Considering and approving re-appointment of PricewaterhouseCoopers as the Company's external auditor; and
- (8) Considering and approving purchase of Directors' liability insurance.

### SPECIAL RESOLUTION

- (9) Considering and approving the amendments to the Articles of Association.

### **(1) DIRECTORS' REPORT FOR THE YEAR 2022**

An ordinary resolution will be proposed at the AGM to receive, consider and approve the report of the Directors for the year 2022, the text of which is set out in the Company's annual report dated 24 April 2023.

### **(2) REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2022**

An ordinary resolution will be proposed at the AGM to receive, consider and approve the report of the board of Supervisors for the year 2022, the text of which is set out in the Company's annual report dated 24 April 2023.

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## LETTER FROM THE BOARD

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### **(3) ANNUAL REPORT FOR THE YEAR 2022**

An ordinary resolution will be proposed at the AGM to receive, consider and approve the annual report of the Company for the year 2022 dispatched on 24 April 2023.

### **(4) THE GROUP'S AUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR 2022**

An ordinary resolution will be proposed at the AGM to receive, consider and approve the Group's audited consolidated financial statements for the year ended 31 December 2022, the text of which is set out in the Company's annual report dispatched on 24 April 2023.

### **(5) PROFIT DISTRIBUTION PLAN FOR THE YEAR 2022**

Pursuant 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 2022.

The Board has resolved to recommend the distribution of a final dividend of RMB0.08 per Share (before tax) totalling RMB10.24 million (before tax) for the year ended 31 December 2022. Such dividend will be paid to the holders of the Domestic Shares in RMB and to the holders of the H Shares in HKD. The actual amount of the H Share dividend paid in HKD will be calculated according to the average closing exchange rate of RMB against HKD as published by the People's Bank of China for one calendar week immediately 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 or about Monday, 17 July 2023 to all Shareholders whose names appear on the register of members of the Company on Friday, 30 June 2023.

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 2022 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, 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

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## LETTER FROM THE BOARD

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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 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 residential status of the individual H Share Shareholders based on the registered address as recorded in the register of members of the Company on Friday, 30 June 2023 (the “**Registered Address**”). If the residential status of any individual H Share Shareholder is not in consistency with that indicated by the Registered Address, such individual H Share Shareholder shall notify the H Share Registrar not later than 4:00 p.m. on Friday, 23 June 2023, and provide relevant supporting documents to the H Share Registrar at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, 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 applicable tax treaty notice(s) prescribed in the PRC.

The Company assumes no responsibilities 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 Shareholders who are entitled to the receipt of the final dividend for the year ended 31 December 2022, the register of members of the Company will be closed from Saturday, 24 June 2023 to Friday, 30 June 2023, both dates inclusive. To be eligible to receive the final dividend for the year ended 31 December 2022 (subject to the approval of the Shareholders), all share transfer documents accompanied by the relevant share certificates shall be lodged with the H Share Registrar at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong (in respect of H Shares), or the Company’s registered office in the PRC at 1 Yanxin Road East, Huishan Economic Development Zone, Wuxi, Jiangsu Province, PRC (in respect of Domestic Shares) for registration no later than 4:00 p.m. on Friday, 23 June 2023.

It is expected that the final dividend will be paid on or around Monday, 17 July 2023. The Board recommends the 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.



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## LETTER FROM THE BOARD

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### **(6) EXTERNAL AUDITOR'S FEES FOR THE YEAR 2022**

An ordinary resolution will be proposed at the AGM to approve, confirm and ratify the fees paid or payable to the external auditor of the Company, PricewaterhouseCoopers, for the year ended 31 December 2022.

During the year ended 31 December 2022, the remuneration paid or payable to PricewaterhouseCoopers in respect of the audit service provided to the Group was approximately RMB1,490,000 (after tax).

### **(7) RE-APPOINTMENT OF PRICEWATERHOUSECOOPERS AS THE COMPANY'S EXTERNAL AUDITOR**

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

### **(8) PURCHASE OF DIRECTORS' LIABILITY INSURANCE**

The Company intends to purchase liability insurance for the Directors in compliance with the requirements of the corporate governance code in Appendix 14 to the Listing Rules, in order to minimise the Directors' risk of exposure to litigation arising from the performance of their respective functions and protecting the Company against the risk of litigation.

The Board will propose at the AGM for the approval of continuing the purchase of Directors' liability insurance and to authorise the Board to determine all relevant issues including, without limitation, insurance institutions, terms of insurance and insured amount, and to authorise the chairman of the Board or other person(s) authorised by the Board to sign the relevant insurance documents.

### **(9) AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Reference is made to the announcement of the Company dated 24 March 2023. The Board proposes to seek approval from the Shareholders at the AGM for amendments to the Articles of Association, to conform with the core shareholder protection standards set out in Appendix 3 to the Listing Rules and to make other updates and housekeeping changes (collectively, the "**Proposed Amendments**"). The Company will seek approval from the Shareholders at the AGM for the adoption of the amended and restated Articles of Association incorporating the Proposed Amendments (the "**Amended and Restated Articles of Association**"). The adoption of the Amended and Restated Articles of Association is subject to the approval of the Shareholders by way of special resolution at the AGM. Details of the Proposed Amendments are set out in Appendix I to this circular.

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## LETTER FROM THE BOARD

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The Hong Kong and PRC legal advisors of the Company have confirmed that the Amendments to the Articles of Association comply with the provisions of the Listing Rules and are not inconsistent with the laws of the PRC respectively. The Directors also confirmed that there is nothing unusual about the Amendments to the Articles of Association for a company listed in Hong Kong.

### **(10) THE AGM**

#### **Notice of the AGM**

The AGM will be held at 10:00 a.m. on Friday, 9 June 2023 at 1 Yanxin Road East, Huishan Economic Development Zone, Wuxi, Jiangsu Province, PRC. The notice of the AGM is set out on pages 10 to 12 of this circular.

#### **Closure of register of members**

For ascertaining the identity of shareholders who will be eligible to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 10 May 2023 to Friday, 9 June 2023, both dates inclusive, the period during which no transfer of Shares will be effected. In order to be qualified to attend and vote at the AGM, all completed share transfer documents accompanied by the relevant share certificates must be lodged with the H Share Registrar at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong (in respect of the H Shares), or the Company's registered office in the PRC at 1 Yanxin Road East, Huishan Economic Development Zone, Wuxi, Jiangsu Province, PRC (in respect of the Domestic Shares) no later than 4:00 p.m. on Tuesday, 9 May 2023.

To ascertain the entitlement of receiving the final dividend for the year ended 31 December 2022, the register of members of the Company will be closed from Saturday, 24 June 2023 to Friday, 30 June 2023, both days inclusive, during which period no transfer of shares will be registered. In order to be qualified for receiving the final dividend for the year ended 31 December 2022, all transfer documents accompanied by the relevant share certificates must be lodged with the H Share Registrar of the Company, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong (in respect of H shares), or to the Company's registered office in the PRC at 1 Yanxin Road East, Huishan Economic Development Zone, Wuxi, Jiangsu Province, the PRC (in respect of Domestic shares) no later than 4:00 p.m. on Friday, 23 June 2023.

#### **Reply slip and proxy form**

If you are eligible and intend to attend the AGM, please complete and return the reply slip in accordance with the instructions printed thereon as soon as possible and in any event on or before Friday, 19 May 2023.

Shareholders who intend to attend the AGM by proxy are requested to complete and return the form of proxy, 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

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## LETTER FROM THE BOARD

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the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

### **Voting by poll**

Pursuant to Rule 13.39(4) of the Listing Rules, resolutions to be proposed at the AGM 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. The chairman of the AGM will therefore demand a poll for every 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 registered in his or her name in the register of members of the Company. 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 Directors consider that all resolutions set out in the AGM Notice for the Shareholders' consideration and approval are in the best interests of the Company and the Shareholders as a whole. As such, the Board recommends the Shareholders to vote in favor of all the resolutions set out in the AGM Notice which are to be proposed at the AGM.

Yours faithfully,

By order of the Board

無錫盛力達科技股份有限公司

**Wuxi Sunlit Science and Technology Company Limited\***

**Zhang Degang**

*Chairman*

\* For identification purposes only



無錫盛力達科技股份有限公司

**Wuxi Sunlit Science and Technology Company Limited\***

*(A joint stock company established in the People's Republic of China with limited liability)*

**(Stock Code: 1289)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “AGM”) of 無錫盛力達科技股份有限公司 (Wuxi Sunlit Science and Technology Company Limited\*) (the “**Company**” together with its subsidiaries, the “**Group**”) will be held at 1 Yanxin Road East, Huishan Economic Development Zone, Wuxi, Jiangsu Province, the People’s Republic of China (the “**PRC**”) at 10:00 a.m. on Friday, 9 June 2023 to consider and, if thought fit, to pass, with or without modifications, the following resolutions of the Company:

**ORDINARY RESOLUTIONS**

1. To receive, consider and approve the report of the board of directors of the Company for the year ended 31 December 2022;
2. To receive, consider and approve the report of the board of supervisors of the Company for the year ended 31 December 2022;
3. To receive, consider and approve the annual report of the Company for the year ended 31 December 2022;
4. To receive, consider and approve the Group’s audited consolidated financial statements for the year ended 31 December 2022;
5. To consider and approve the Company’s profit distribution plan for the year ended 31 December 2022;
6. To consider and approve, confirm and ratify the fees paid or payable to the external auditor of the Company, PricewaterhouseCoopers, for the year ended 31 December 2022;
7. To consider and approve the re-appointment of PricewaterhouseCoopers as the Company’s external auditor for a term until the conclusion of the next annual general meeting of the Company, and to authorise the board of directors of the Company to determine its remuneration; and

\* For identification purposes only

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## NOTICE OF 2022 ANNUAL GENERAL MEETING

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8. To consider and approve the purchase of directors' liability insurance and to authorise (i) the board of directors of the Company to determine all relevant issues including, without limitation, insurance institutions, terms of insurance and insured amount; and (ii) the chairman or other person(s) authorised by the board of directors of the Company to sign all relevant documents.

### SPECIAL RESOLUTION

9. To consider and approve the amendments to the Articles of Association.

By order of the Board  
無錫盛力達科技股份有限公司  
**Wuxi Sunlit Science and Technology Company Limited\***  
**Zhang Degang**  
*Chairman*

Hong Kong, 24 April 2023

*Notes:*

1. The register of members of the Company will be closed from Wednesday, 10 May 2023 to Friday, 9 June 2023, both days inclusive, during which period no transfer of shares of the Company will be effected. The holders of shares of the Company whose names appear on the register of members of the Company on Friday, 9 June 2023 will be entitled to attend and vote at the AGM. In order to be qualified to attend and vote at the AGM, all completed share transfer documents accompanied by the relevant share certificates must be lodged with the H Share registrar of the Company, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong (in respect of H shares of the Company, the "**H Share(s)**"), or the Company's registered office in the PRC at 1 Yanxin Road East, Huishan Economic Development Zone, Wuxi, Jiangsu Province, PRC (in respect of domestic shares of the Company, the "**Domestic Share(s)**") no later than 4:00 p.m. on Tuesday, 9 May 2023.
2. The register of members of the Company will be closed from Saturday, 24 June 2023 to Friday, 30 June 2023, both days inclusive, during which period no transfer of shares will be registered. In order to be qualified for receiving the final dividend for the year ended 31 December 2022, all transfer documents accompanied by the relevant share certificates must be lodged with the H Share Registrar of the Company, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong (in respect of H shares), or to the Company's registered office in the PRC at 1 Yanxin Road East, Huishan Economic Development Zone, Wuxi, Jiangsu Province, the PRC (in respect of Domestic shares) no later than 4:00 p.m. on Friday, 23 June 2023.
3. Any shareholder of the Company (the "**Shareholder**") who is entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on his behalf. A proxy need not be a Shareholder.
4. The instrument appointing a proxy must be made in writing and signed under the hand of the appointer or his attorney duly authorised in writing. If any appointer is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same.
5. In order to be valid, the proxy form must be deposited, for the holders of the H Shares, to the H Share registrar of the Company, Union Registrars Limited, or for the holders of Domestic Shares, to the Company's registered office in the PRC, not less than 24 hours before the time appointed for holding the

\* *For identification purposes only*

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## NOTICE OF 2022 ANNUAL GENERAL MEETING

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AGM (or any adjournment thereof). If the proxy form is signed by a person under a power of attorney or other authorisation instruments, a notarially certified copy of that power of attorney or other authorisation instruments shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjourned meetings should you so wish.

6. Shareholders shall produce their identity documents and supporting documents in respect of shares held when attending the AGM. If any corporate shareholder appoints authorised representative to attend the AGM, the authorised representative shall produce his/her identity documents and a notarially certified copy of the relevant authorisation instrument signed by the board of directors or other decision-making bodies of the corporate Shareholder or other notarially certified documents allowed by the Company. Proxies shall produce their identity documents when attending the AGM.
7. Shareholders who intend to attend the AGM should complete and return the reply slip in writing to the Company's H Share registrar in Hong Kong (for holders of the H Shares) or the registered office of the Company in the PRC (for holders of the Domestic Shares) on or before Friday, 19 May 2023.
8. The AGM is expected to be held for less than half a day. Shareholders who intend to attend the AGM shall arrange and bear their own travel and accommodation expenses.
9. The name and address of the Company's H Share registrar in Hong Kong is as follows:  
  
Union Registrars Limited  
Suites 3301-04, 33/F.,  
Two Chinachem Exchange Square,  
338 King's Road,  
North Point,  
Hong Kong
10. The registered office of the Company in the PRC is as follows:  
  
1 Yanxin Road East,  
Huishan Economic Development Zone,  
Wuxi,  
Jiangsu Province,  
PRC
11. Where there are joint registered holders of any share(s) of the Company, only the joint Shareholder whose name appears first in the register of shareholders of the Company may attend and vote at the AGM, either in person or by proxy, in respect of such share(s) as if he/she were solely entitled thereto.

*As at the date of this notice, the executive directors of the Company are Mr. Zhang Degang, Mr. Zhang Deqiang and Ms. Feng Lili, the non-executive director of the Company is Ms. Zhang Jinghua and the independent non-executive directors of the Company are Mr. Leung Yiu Cho, Mr. Yu Jianfeng and Mr. Zhong Ruifeng.*

The following is the Proposed Amendments to the Articles brought about by the adoption of the Amended and Restated Articles of Association.

Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers in the existing Articles.

| Article | Before amendments  |  |                                       |                               | After amendments   |  |                                       |                               |  |
|---------|--|--|---------------------------------------|-------------------------------|--|--|---------------------------------------|-------------------------------|--|
| 3.5     | .....  |  |                                       |                               | .....  |  |                                       |                               |  |
|         | The details of the shareholders of the company's domestic shares and their shareholdings upon transfer of shares are as follows: |  |                                       |                               | The details of the shareholders of the company's domestic shares and their shareholdings upon transfer of shares are as follows: |  |                                       |                               |  |
|         |  |  | Proportion of                         |                               |  |  | Proportion of                         |                               |  |
|         | No.  | Name of Promoters  | Number of<br>Shares<br>(0'000 shares) | Total Share<br>Capital<br>(%) | No.  | Name of Promoters  | Number of<br>Shares<br>(0'000 shares) | Total Share<br>Capital<br>(%) |  |
|         | 1  | Zhang Degang   | <del>4,322.1504</del>                 | <del>33.77</del>              | 1  | Zhang Degang   | <b>3,482.1504</b>                     | <b>27.21</b>                  |  |
|         | 2  | Zhang Deqiang  | 2,998.3104                            | 23.42                         | 2  | Zhang Deqiang  | 2,998.3104                            | 23.42                         |  |
|         | 3  | Zhang Jinghua  | <del>402.7392</del>                   | <del>3.15</del>               | 3  | Zhang Jinghua  | <b>1242.7392</b>                      | <b>9.71</b>                   |  |
|         | 4  | Shanghai Yudao<br>Tiansui Investment<br>Development Center<br>(Limited Partnership)  | 480                                   | 3.75                          | 4  | Shanghai Yudao<br>Tiansui Investment<br>Development Center<br>(Limited Partnership)  | 480                                   | 3.75                          |  |
|         | 5  | Wuxi Shunxin<br>Investment Enterprise<br>(Limited Partnership)                       | 441.60                                | 3.45                          | 5  | Wuxi Shunxin<br>Investment Enterprise<br>(Limited Partnership)                       | 441.60                                | 3.45                          |  |
|         | 6  | Huaxuan (Shanghai)<br>Equity Investment<br>Fund Company Limited                      | 192                                   | 1.5                           | 6  | Huaxuan (Shanghai)<br>Equity Investment<br>Fund Company Limited                      | 192                                   | 1.5                           |  |
|         | 7  | Zuoli Holdings Group<br>Company Limited  | 192                                   | 1.50                          | 7  | Zuoli Holdings Group<br>Company Limited  | 192                                   | 1.50                          |  |
|         | 8  | Shanghai Anfuda<br>Equity Investment<br>Fund Partnership<br>(Limited Partnership)    | 120                                   | 0.94                          | 8  | Shanghai Anfuda<br>Equity Investment<br>Fund Partnership<br>(Limited Partnership)    | 120                                   | 0.94                          |  |
|         | 9  | Shanghai Fengyao<br>Investment Partnership<br>(Limited Partnership)                  | 115.20                                | 0.9                           | 9  | Shanghai Fengyao<br>Investment Partnership<br>(Limited Partnership)                  | 115.20                                | 0.9                           |  |
|         | 10   | Changzhou Jinling<br>Huaruan Venture<br>Capital Partnership<br>(Limited Partnership) | 96                                    | 0.75                          | 10   | Changzhou Jinling<br>Huaruan Venture<br>Capital Partnership<br>(Limited Partnership) | 96                                    | 0.75                          |  |

| Article  | Before amendments  | After amendments  |  |                                    |  |    |  |    |      |    |   |    |      |    |  |    |      |  |     |                   |                                    |  |    |  |    |      |    |   |    |      |    |  |    |      |
|----------|--|---|--|------------------------------------|--|----|--|----|------|----|---|----|------|----|--|----|------|--|-----|-------------------|------------------------------------|--|----|--|----|------|----|---|----|------|----|--|----|------|
|          | <table border="1"> <thead> <tr> <th>No.</th> <th>Name of Promoters</th> <th>Number of Shares<br/>(0'000 shares)</th> <th>Proportion of Total Share Capital<br/>(%)</th> </tr> </thead> <tbody> <tr> <td>11</td> <td>Shaanxi Xinjian Industrial Development Company Limited</td> <td>96</td> <td>0.75</td> </tr> <tr> <td>12</td> <td>Shanghai Zhongjing Investment Partnership (Limited Partnership)</td> <td>96</td> <td>0.75</td> </tr> <tr> <td>13</td> <td>Suzhou Industrial Park Heyuan Northern Light Venture Capital Partnership (Limited Partnership)</td> <td>48</td> <td>0.37</td> </tr> </tbody> </table> | No.   | Name of Promoters                        | Number of Shares<br>(0'000 shares) | Proportion of Total Share Capital<br>(%) | 11 | Shaanxi Xinjian Industrial Development Company Limited | 96 | 0.75 | 12 | Shanghai Zhongjing Investment Partnership (Limited Partnership) | 96 | 0.75 | 13 | Suzhou Industrial Park Heyuan Northern Light Venture Capital Partnership (Limited Partnership) | 48 | 0.37 | <table border="1"> <thead> <tr> <th>No.</th> <th>Name of Promoters</th> <th>Number of Shares<br/>(0'000 shares)</th> <th>Proportion of Total Share Capital<br/>(%)</th> </tr> </thead> <tbody> <tr> <td>11</td> <td>Shaanxi Xinjian Industrial Development Company Limited</td> <td>96</td> <td>0.75</td> </tr> <tr> <td>12</td> <td>Shanghai Zhongjing Investment Partnership (Limited Partnership)</td> <td>96</td> <td>0.75</td> </tr> <tr> <td>13</td> <td>Suzhou Industrial Park Heyuan Northern Light Venture Capital Partnership (Limited Partnership)</td> <td>48</td> <td>0.37</td> </tr> </tbody> </table> | No. | Name of Promoters | Number of Shares<br>(0'000 shares) | Proportion of Total Share Capital<br>(%) | 11 | Shaanxi Xinjian Industrial Development Company Limited | 96 | 0.75 | 12 | Shanghai Zhongjing Investment Partnership (Limited Partnership) | 96 | 0.75 | 13 | Suzhou Industrial Park Heyuan Northern Light Venture Capital Partnership (Limited Partnership) | 48 | 0.37 |
| No.      | Name of Promoters  | Number of Shares<br>(0'000 shares)  | Proportion of Total Share Capital<br>(%) |                                    |  |    |  |    |      |    |   |    |      |    |  |    |      |  |     |                   |                                    |  |    |  |    |      |    |   |    |      |    |  |    |      |
| 11       | Shaanxi Xinjian Industrial Development Company Limited   | 96  | 0.75                                     |                                    |  |    |  |    |      |    |   |    |      |    |  |    |      |  |     |                   |                                    |  |    |  |    |      |    |   |    |      |    |  |    |      |
| 12       | Shanghai Zhongjing Investment Partnership (Limited Partnership)  | 96  | 0.75                                     |                                    |  |    |  |    |      |    |   |    |      |    |  |    |      |  |     |                   |                                    |  |    |  |    |      |    |   |    |      |    |  |    |      |
| 13       | Suzhou Industrial Park Heyuan Northern Light Venture Capital Partnership (Limited Partnership)   | 48  | 0.37                                     |                                    |  |    |  |    |      |    |   |    |      |    |  |    |      |  |     |                   |                                    |  |    |  |    |      |    |   |    |      |    |  |    |      |
| No.      | Name of Promoters  | Number of Shares<br>(0'000 shares)  | Proportion of Total Share Capital<br>(%) |                                    |  |    |  |    |      |    |   |    |      |    |  |    |      |  |     |                   |                                    |  |    |  |    |      |    |   |    |      |    |  |    |      |
| 11       | Shaanxi Xinjian Industrial Development Company Limited   | 96  | 0.75                                     |                                    |  |    |  |    |      |    |   |    |      |    |  |    |      |  |     |                   |                                    |  |    |  |    |      |    |   |    |      |    |  |    |      |
| 12       | Shanghai Zhongjing Investment Partnership (Limited Partnership)  | 96  | 0.75                                     |                                    |  |    |  |    |      |    |   |    |      |    |  |    |      |  |     |                   |                                    |  |    |  |    |      |    |   |    |      |    |  |    |      |
| 13       | Suzhou Industrial Park Heyuan Northern Light Venture Capital Partnership (Limited Partnership)   | 48  | 0.37                                     |                                    |  |    |  |    |      |    |   |    |      |    |  |    |      |  |     |                   |                                    |  |    |  |    |      |    |   |    |      |    |  |    |      |
| 7.3 (II) | <p>Holder of ordinary shares of the Company shall have the following rights:</p> <p>(I) the right to receive dividends and other distributions in proportion to the number of shares held;</p> <p>(II) the right to attend or appoint a proxy to attend shareholders' general meetings and to exercise the voting right thereat;</p> <p>.....</p>  | <p>Holder of ordinary shares of the Company shall have the following rights:</p> <p>(I) the right to receive dividends and other distributions in proportion to the number of shares held;</p> <p>(II) the right to attend or appoint a proxy to attend shareholders' general meetings and to exercise the voting right <b>and the right to speak</b> thereat;</p> <p>.....</p> |  |                                    |  |    |  |    |      |    |   |    |      |    |  |    |      |  |     |                   |                                    |  |    |  |    |      |    |   |    |      |    |  |    |      |
| 8.2 (XI) | <p>The shareholders' general meeting shall have the following functions and powers:</p> <p>.....</p> <p>(XI) to resolve on the appointment, dismissal or non-reappointment of the accounting firms;</p> <p>.....</p>   | <p>The shareholders' general meeting shall have the following functions and powers:</p> <p>.....</p> <p>(XI) to resolve on the appointment, dismissal or non-reappointment <b>and the remuneration</b> of the accounting firms;</p> <p>.....</p>  |  |                                    |  |    |  |    |      |    |   |    |      |    |  |    |      |  |     |                   |                                    |  |    |  |    |      |    |   |    |      |    |  |    |      |



| Article | Before amendments   | After amendments   |
|---------|---|--|
| 8.4     | <p>General meetings shall either be annual general meetings or extraordinary general meetings. The shareholders' general meetings shall be convened by the board of directors.</p> <p>Annual general meetings are held once <del>every year</del> and within 6 months from the close of the preceding financial year.</p>   | <p>General meetings shall either be annual general meetings or extraordinary general meetings. The shareholders' general meetings shall be convened by the board of directors.</p> <p>Annual general meetings are held once <b>every accounting year</b> and within 6 months from the close of the preceding financial year.</p>   |
| 8.7     | <p>Shareholder(s) singly or jointly <del>holding 10% or more of the shares of the Company</del> shall have the right to request in writing the board of directors to convene an extraordinary general meeting. The board of directors shall, in accordance with the relevant provisions of the laws, administrative regulations and the Articles of Association, respond in writing concerning the approval or disapproval of the convention of the extraordinary general meeting within 10 days upon its receipt of the request.</p> | <p>Shareholder(s) singly or jointly <b>holding share capital of the Company carrying 10% or more of the voting rights on a one share, one vote basis</b> shall have the right to request in writing the board of directors to convene an extraordinary general meeting. The board of directors shall, in accordance with the relevant provisions of the laws, administrative regulations and the Articles of Association, respond in writing concerning the approval or disapproval of the convention of the extraordinary general meeting within 10 days upon its receipt of the request.</p> |

| Article | Before amendments   | After amendments  |
|---------|---|---|
| 8.16    | <p>The proxy form shall be deposited at the address of the Company or any other place specified in the notice of the meeting not less than 24 hours prior to the time appointed for the holding of the meeting or 24 hours prior to the time appointed for voting. Where the proxy form is signed by a person authorized by the appointer, the power of attorney or other authorization instruments shall be notarized. The notarized power of attorney or other authorization instruments, together with the proxy form, shall be lodged at the address of the Company or such other place as specified in the notice of the meeting.</p> <p>Where the appointer is a legal person, its legal representative or other person(s) authorized by the resolutions of the board of directors or other decision-making bodies to act as its representatives may attend the shareholders' general meeting of the Company as a representative of the appointer.</p> <p>Where a shareholder is a recognized clearing house as defined by relevant rules formulated in Hong Kong from time to time (hereinafter referred to as the "Recognized Clearing House") (or its nominees), it may authorize one or more persons as it thinks fit to act as its representative(s) at any shareholders' general meeting or any class meeting provided that, if more than one persons are so authorized, the power of attorney shall specify the number and class of shares in respect of which each such person is so authorized. The person(s) so authorized shall be entitled to exercise the same power on behalf of the Recognized Clearing House (or its nominees) as if such person(s) was an individual shareholder of the Company.</p> | <p>The proxy form shall be deposited at the address of the Company or any other place specified in the notice of the meeting not less than 24 hours prior to the time appointed for the holding of the meeting or 24 hours prior to the time appointed for voting. Where the proxy form is signed by a person authorized by the appointer, the power of attorney or other authorization instruments shall be notarized. The notarized power of attorney or other authorization instruments, together with the proxy form, shall be lodged at the address of the Company or such other place as specified in the notice of the meeting.</p> <p>Where the appointer is a legal person, its legal representative or other person(s) authorized by the resolutions of the board of directors or other decision-making bodies to act as its representatives may attend the shareholders' general meeting of the Company as a representative of the appointer. <b>A legal person attending any meeting by appointing a representative shall be treated as attending in person.</b></p> <p>Where a shareholder is a recognized clearing house as defined by relevant rules formulated in Hong Kong from time to time (hereinafter referred to as the "Recognized Clearing House") (or its nominees), it may authorize one or more persons as it thinks fit to act as its representative(s) at any shareholders' general meeting or any class meeting provided that, if more than one persons are so authorized, the power of attorney shall specify the number and class of shares in respect of which each such person is so authorized. The person(s) so authorized shall be entitled to exercise the same power <b>to speak and to vote</b> on behalf of the Recognized Clearing House (or its nominees) as if such person(s) was an individual shareholder of the Company.</p> |

| Article | Before amendments  | After amendments  |
|---------|--|---|
| 10.3    | <p>The term of office of each director shall commence as of his assumption of office until the expiration of the term of office of the current board of directors. Where the directors fail to be promptly re-elected upon the expiration of their term of office, then before the newly elected directors assume office, the original directors shall retain their directorship in accordance with the laws, administrative rules, departmental regulations, and provisions of the Articles of Association.</p> <p>In the event that any person is elected as a director to fill a casual vacancy of, or as an additional director to, the board of directors, such newly elected director or any person so appointed <del>shall have a term of office commencing from the date on which he is elected until the next annual general meeting,</del> and shall be eligible for re-election at the meeting.</p> | <p>The term of office of each director shall commence as of his assumption of office until the expiration of the term of office of the current board of directors. Where the directors fail to be promptly re-elected upon the expiration of their term of office, then before the newly elected directors assume office, the original directors shall retain their directorship in accordance with the laws, administrative rules, departmental regulations, and provisions of the Articles of Association.</p> <p>In the event that any person is elected as a director to fill a casual vacancy of, or as an additional director to, the board of directors, such newly elected director or any person so appointed <b>shall hold office until the next annual general meeting after the effective date of his election,</b> and shall be eligible for re-election at the meeting.</p> |
| 16.7    | <p>The remuneration of an accounting firm or the manner in which such firm is to be remunerated <del>shall be determined by the shareholders' general meeting.</del> The remuneration of the accounting firm appointed by the board of directors shall be determined by a meeting of the board of directors.</p>   | <p>The remuneration of an accounting firm or the manner in which such firm is to be remunerated <b>shall be determined by an ordinary resolution passed at a general meeting by the shareholders.</b> The remuneration of the accounting firm appointed by the board of directors shall be determined by a meeting of the board of directors.</p>   |