
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 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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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)

**PROPOSED AMENDMENTS TO THE ARTICLES OF
ASSOCIATION, PROPOSED CHANGE OF SCOPE OF BUSINESS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting of the Company (the “**EGM**”) 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 Monday, 26 February 2024 is set out on pages 6 to 7 of this circular. Whether or not you are able to attend and vote at the EGM, 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 EGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjourned meeting should you so wish.

* *For identification purposes only*

9 January 2024

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DEFINITIONS

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

“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 of the Company
“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
“EGM”	the extraordinary 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 Monday, 26 February 2024, or any adjournment thereof
“EGM Notice”	the notice of the EGM as set out on pages 6 to 7 of this circular
“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”	4 January 2024, 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
“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

DEFINITIONS

“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

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

9 January 2024

To the Shareholders,

Dear Sir/Madam,

**PROPOSED AMENDMENTS TO THE ARTICLES OF
ASSOCIATION, PROPOSED CHANGE OF SCOPE OF BUSINESS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with relevant information to enable you to make informed decision on whether to vote for or against the special resolution to be proposed at the EGM for approving the amendments to the Articles of Association and provide you with the EGM Notice.

LETTER FROM THE BOARD

(1) AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 2 January 2024. The Board proposes to seek approval from the Shareholders at the EGM for amendments to the Articles of Association, to make other updates and housekeeping changes (collectively, the “**Proposed Amendments**”). The Company will seek approval from the Shareholders at the EGM 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 EGM. Details of the Proposed Amendments are set out in Appendix I to this circular.

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 Proposed Amendments to the Articles of Association for a company listed in Hong Kong.

(2) THE EGM

Notice of the EGM

The EGM will be held at 10:00 a.m. on 26 February 2024 at 1 Yanxin Road East, Huishan Economic Development Zone, Wuxi, Jiangsu Province, PRC. The notice of the EGM is set out on pages 6 to 7 of this circular.

Closure of register of members

For ascertaining the identity of shareholders who will be eligible to attend and vote at the EGM, the register of members of the Company will be closed from Saturday, 27 January 2024 to Monday, 26 February 2024, 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 EGM, 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 Friday, 26 January 2024.

Reply slip and proxy form

If you are eligible and intend to attend the EGM, 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 Monday, 5 February 2024.

LETTER FROM THE BOARD

Shareholders who intend to attend the EGM 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 the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM 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 EGM 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 EGM will therefore demand a poll for every resolution put to the vote at the EGM. 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 the resolution set out in the EGM 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 the resolution set out in the EGM Notice which is to be proposed at the EGM.

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

NOTICE OF EXTRAORDINARY 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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) 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 Monday, 26 February 2024 to consider and, if thought fit, to pass, with or without modifications, the following resolution of the Company:

SPECIAL RESOLUTION

1. To consider and approve the amendments to the Articles of Association of the Company.

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, 9 January 2024

Notes:

1. The register of members of the Company will be closed from Saturday, 27 January 2024 to Monday, 26 February 2024, 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 Monday, 26 February 2024 will be entitled to attend and vote at the EGM. In order to be qualified to attend and vote at the EGM, 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 Friday, 26 January 2024.
2. Any shareholder of the Company (the “**Shareholder**”) who is entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on his behalf. A proxy need not be a Shareholder.

* *For identification purposes only*

NOTICE OF EXTRAORDINARY GENERAL MEETING

3. 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.
4. 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 EGM (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 EGM 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 EGM. If any corporate shareholder appoints authorised representative to attend the EGM, 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 EGM.
6. Shareholders who intend to attend the EGM 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 Monday, 5 February 2024.
7. The EGM is expected to be held for less than half a day. Shareholders who intend to attend the EGM shall arrange and bear their own travel and accommodation expenses.
8. 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
9. The registered office of the Company in the PRC is as follows:

1 Yanxin Road East,
Huishan Economic Development Zone,
Wuxi,
Jiangsu Province,
PRC
10. 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 EGM, 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.

The original articles:

Article	Before amendments
Article 2.2	<p>The Company’s scope of business includes: the design, installation, debugging and debugging of the automation control equipment; the manufacturing and processing of automation and control equipment, machinery parts and stainless steel trough; the wholesale of standard machinery and parts, electronic machinery and appliance, hardware and electrical equipment, instrument and meter; the import and export business of the above products (the above import and export business excludes products under state-run trade and management, while the application for products under quota and permit shall be made according to the relevant state requirements).</p> <p>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.</p>

Article	Before amendments				
Article 3.5	On July 24th 2012, the Company was converted into a joint stock limited company issuing a sum of 96,000,000 ordinary shares which were subscribed for and held by the promoters of the Company. The details of the shareholding are as follows:				
	No.	Name of Promoters	Number of Shares (0'000 shares)	Proportion of Total Share Capital (%)	Contribution Method
	1	Zhang Degang	4,322.1504	45.02	Net asset
	2	Zhang Deqiang	2,998.3104	31.23	Net asset
	3	Zhang Jinghua	402.7392	4.20	Net asset
	4	Shanghai Yudao Tiansui Investment Development Center (Limited Partnership)	480	5.00	Net asset
	5	Wuxi Shunxin Investment Enterprise (Limited Partnership)	441.60	4.60	Net asset
	6	Huaxuan (Shanghai) Equity Investment Fund Company Limited	192	2.00	Net asset
	7	Zuoli Holdings Group Company Limited	192	2.00	Net asset
	8	Shanghai Anfuda Equity Investment Fund Partnership (Limited Partnership)	120	1.25	Net asset
	9	Shanghai Fengyao Investment Partnership (Limited Partnership)	115.20	1.20	Net asset
	10	Changzhou Jinling Huaruan Venture Capital Partnership (Limited Partnership)	96	1.00	Net asset
	11	Shaanxi Xinjian Industrial Development Company Limited	96	1.00	Net asset
	12	Shanghai Zhongjing Investment Partnership (Limited Partnership)	96	1.00	Net asset
13	Suzhou Industrial Park Heyuan Northern Light Venture Capital Partnership (Limited Partnership)	48	0.50	Net asset	
The date of the contribution was July 19th 2012.					

Article	Before amendments			
	The details of the shareholders of the company's domestic shares and their shareholdings upon transfer of shares are as follows:			
	No.	Name of Promoters	Number of Shares <i>(0'000 shares)</i>	Proportion of Total Share Capital <i>(%)</i>
	1	Zhang Degang	3,482.1504	27.21
	2	Zhang Deqiang	2,998.3104	23.42
	3	Zhang Jinghua	1,242.7392	9.71
	4	Shanghai Yudao Tiansui Investment Development Center (Limited Partnership)	480	3.75
	5	Wuxi Shunxin Investment Enterprise (Limited Partnership)	441.60	3.45
	6	Huaxuan (Shanghai) Equity Investment Fund Company Limited	192	1.5
	7	Zuoli Holdings Group Company Limited	192	1.5
	8	Shanghai Anfuda Equity Investment Fund Partnership (Limited Partnership)	120	0.94
	9	Shanghai Fengyao Investment Partnership (Limited Partnership)	115.20	0.9
	10	Changzhou Jinling Huaruan Venture Capital Partnership (Limited Partnership)	96	0.75
	11	Shanxi Renren Investment Management Company Limited	96	0.75
	12	Shanghai Zhongjing Enterprise Management Partnership (Limited Partnership)	96	0.75
	13	Suzhou Industrial Park Heyuan Northern Light Venture Capital Partnership (Limited Partnership)	48	0.37

The amended articles:

Article	After amendments
Article 2.2	<p>The Company’s scope of business includes: general items: machinery and equipment research and development; software development; manufacturing of devices for industrial automatic control system; manufacture of special equipment (excluding manufacture of licensed professional equipment); sale of machinery and equipment; mechanical and electrical equipment manufacturing; sale of mechanical and electrical equipment; sale of electrical equipment; processing of mechanical parts and components; sale of mechanical parts and components; general machinery and equipment installation services; sale of metal forming machine tools; research and development of new material technology; promotion services of new material technology; manufacturing of new energy primary equipment; sale of new energy primary equipment; manufacturing of PV equipment and components; sale of PV equipment and components; sale of solar thermal power generation equipment; research and development of offshore wind power related systems; sale of equipment related to offshore wind power; biomass energy technology services; intelligent control system integration; sale of intelligent material handling equipment; manufacturing of smart-based manufacturing equipment; sale of smart-based manufacturing equipment; manufacturing of electric power facilities and equipment; sale of electric power facilities and equipment; environmental protection consultation services; energy-saving management services; power generation technical services; technical service, technical development, technical consultation, technical exchange, technology transfer, technology promotion; engagement in investment activities with self-owned funds; mechanical equipment leasing; photovoltaic power generation equipment leasing; non-residential real estate leasing; import and export of goods. (Except for items that require approval in accordance with the law, business activities are carried out independently with business licenses in accordance with the law).</p> <p>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.</p>

Article	After amendments				
Article 3.5	<p>On July 24th 2012, the Company was converted into a joint stock limited company issuing a sum of 96,000,000 ordinary shares which were subscribed for and held by the promoters of the Company. The details of the shareholding are as follows:</p>				
	No.	Name of Promoters	Number of Shares (0'000 shares)	Proportion of Total Share Capital (%)	Contribution Method
	1	Zhang Degang	4,322.1504	45.02	Net asset
	2	Zhang Deqiang	2,998.3104	31.23	Net asset
	3	Zhang Jinghua	402.7392	4.20	Net asset
	4	Shanghai Yudao Tiansui Investment Development Center (Limited Partnership)	480	5.00	Net asset
	5	Wuxi Shunxin Investment Enterprise (Limited Partnership)	441.60	4.60	Net asset
	6	Huaxuan (Shanghai) Equity Investment Fund Company Limited	192	2.00	Net asset
	7	Zuoli Holdings Group Company Limited	192	2.00	Net asset
	8	Shanghai Anfuda Equity Investment Fund Partnership (Limited Partnership)	120	1.25	Net asset
	9	Shanghai Fengyao Investment Partnership (Limited Partnership)	115.20	1.20	Net asset
	10	Changzhou Jinling Huaruan Venture Capital Partnership (Limited Partnership)	96	1.00	Net asset
	11	Shaanxi Xinjian Industrial Development Company Limited	96	1.00	Net asset
	12	Shanghai Zhongjing Investment Partnership (Limited Partnership)	96	1.00	Net asset
	13	Suzhou Industrial Park Heyuan Northern Light Venture Capital Partnership (Limited Partnership)	48	0.50	Net asset
	The date of the contribution was July 19th 2012.				