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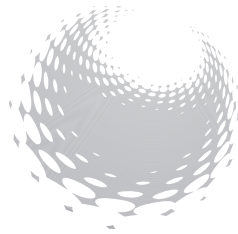
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If you are in any doubt about this circular or as to the action to be taken, you should consult a stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Sun.King Technology Group Limited, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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**Sun.King Technology Group Limited**  
**賽晶科技集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 580)**

**GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of Sun.King Technology Group Limited to be held at 9-A, KongGangRongHuiYuan, Yuhua Road, Zone B, Airport Industrial Zone, Shunyi District, Beijing, People's Republic of China (中華人民共和國北京市順義區空港工業區B區裕華路空港融慧園9-A) on Thursday, 6 June 2024 at 10:00 a.m. is set out on pages AGM-1 to AGM-5 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk). Whether or not you intend to attend the annual general meeting, you are required to complete the form of proxy in accordance with the instructions printed thereon and deliver it and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, to the Hong Kong branch share registrar of Sun.King Technology Group Limited, Tricor Investor Services Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder from attending and voting in person at the annual general meeting and in such event, the form of proxy shall be deemed to be revoked.

24 April 2024

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at 9-A, KongGangRongHuiYuan, Yuhua Road, Zone B, Airport Industrial Zone, Shunyi District, Beijing, PRC (中國北京市順義區空港工業區B區裕華路空港融慧園9-A) on Thursday, 6 June 2024 at 10:00 a.m. or any adjournment thereof
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Companies Act”	the Companies Act, Chapter 22 (Act 3 of 1961 as consolidated and revised) of the Cayman Islands
“Company”	Sun.King Technology Group Limited (賽晶科技集團有限公司), an exempted company incorporated with limited liability under the laws of the Cayman Islands, 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
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to exercise the power of the Company to allot, issue and/or deal with Shares not exceeding 20% of the number of issued Shares as at the date of passing the resolution granting such general mandate
“Latest Practicable Date”	17 April 2024, which is the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice of Annual General Meeting”	the notice convening the Annual General Meeting as set out on pages AGM-1 to AGM-5 of this circular

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## DEFINITIONS

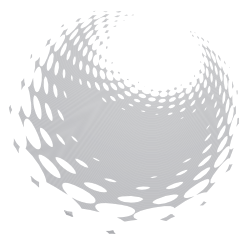
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“PRC”	the People’s Republic of China, and for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to exercise the power of the Company to repurchase Shares not exceeding 10% of the number of issued Shares as at the date of passing the resolution granting such general mandate
“Share(s)”	ordinary share(s) of nominal value of HK\$0.1 each in the share capital of the Company
“Share Option(s)”	the share option(s) granted or to be granted under the share option scheme of the Company conditionally adopted on 21 May 2020 and which became effective on 3 June 2020
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“%”	per cent

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LETTER FROM THE BOARD

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**Sun.King Technology Group Limited**  
**賽晶科技集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 580)**

*Executive Directors:*

Mr. Xiang Jie  
Mr. Gong Renyuan  
Mr. Yue Zhoumin

*Non-executive Director:*

Ms. Zhang Ling

*Independent non-executive Directors:*

Mr. Chen Shimin  
Mr. Zhang Xuejun  
Mr. Leung Ming Shu  
Ms. White Caige

*Registered office:*

Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Headquarters:*

9-A, KongGangRongHuiYuan  
Yuhua Road  
Zone B, Airport Industrial Zone  
Shunyi District  
Beijing  
PRC

*Principal place of business*

*in Hong Kong:*

31st Floor, Tower Two, Times Square  
1 Matheson Street  
Causeway Bay  
Hong Kong

24 April 2024

*To the Shareholders*

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS  
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 further information in relation to, inter alia, the following proposals to be put forward at the Annual General Meeting: (a) the grant to the Directors the Issue Mandate and the Repurchase Mandate; and (b) the re-election of the retiring Directors.

### ISSUE MANDATE

In order to ensure flexibility and give discretion to the Directors in the event that it becomes desirable for the Company to issue any new Share, ordinary resolution numbered 4(a) will be proposed at the Annual General Meeting to grant the Issue Mandate to the Directors to exercise the power of the Company to allot, issue and deal with the additional Shares up to 20% of the number of issued Shares as at the date of passing the resolution granting the Issue Mandate. As at the Latest Practicable Date, the issued share capital of the Company comprised 1,606,708,000 Shares. Subject to passing ordinary resolution numbered 4(a) and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Directors will be authorised to allot and issue a maximum of 321,341,600 Shares under the Issue Mandate.

In addition, subject to passing a separate ordinary resolution numbered 4(c), the number of Shares repurchased by the Company under ordinary resolution numbered 4(b) will also be added to extend the 20% limit of the Issue Mandate as mentioned in ordinary resolution numbered 4(a), provided that such additional amount shall not exceed 10% of the number of issued Shares as at the date of passing the resolutions granting the Issue Mandate and the Repurchase Mandate. The Directors have no immediate plans to issue any new Shares pursuant to the Issue Mandate.

### REPURCHASE MANDATE

An ordinary resolution will be proposed at the Annual General Meeting to approve the grant of the Repurchase Mandate to the Directors to exercise the power of the Company to repurchase Shares representing up to 10% of the number of issued Shares as at the date of passing the resolution granting the Repurchase Mandate.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate is set out in Appendix II to this circular. The explanatory statement contains all reasonably necessary information to enable the Shareholders to make an informed decision as to whether to vote for or against the relevant resolution at the Annual General Meeting.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF RETIRING DIRECTORS

In accordance with Articles 83(3) and/or 84(1) of the Articles of Association, Mr. Xiang Jie, Mr. Yue Zhoumin, Ms. Zhang Ling and Ms. White Caige will retire by rotation and be eligible to offer themselves for re-election as the Directors at the Annual General Meeting.

The independent non-executive Director proposed for re-election at the Annual General Meeting was identified by the management after taking into account the skills and experience of the candidates. The Board considers that the appointment of Ms. White Caige, who had/has held positions relevant to the Group's business will strengthen the gender diversity of the Board and form a balanced skill matrix beneficial to the Group's business development. The Company has received from Ms. White an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company considers Ms. White independent under the Listing Rules.

Details of the retiring Directors who are subject to re-election at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

### NOTICE OF ANNUAL GENERAL MEETING

Set out from pages AGM-1 to AGM-5 of this circular is the Notice of Annual General Meeting containing, inter alia, the resolutions granting the Issue Mandate and the Repurchase Mandate, and approving the re-election of the retiring Directors.

### FORM OF PROXY

A form of proxy for use at the Annual General Meeting is enclosed herewith. Such form of proxy is also published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk). Whether or not you intend to attend the Annual General Meeting, you are required to complete the form of proxy in accordance with the instructions printed thereon and deliver it to the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof at which the person named in the form of proxy proposes to vote. Delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the Annual General Meeting and in such event, the form of proxy shall be deemed to be revoked.

### VOTING

Pursuant to Rule 13.39(4) of the Listing Rules and Article 66 of the Articles of Association, a resolution put to the vote of a general meeting is to be decided by way of a poll.

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## LETTER FROM THE BOARD

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On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

### **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 respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### **RECOMMENDATION**

The Directors consider that the proposed resolutions granting the Issue Mandate and the Repurchase Mandate, and approving the re-election of the retiring Directors are in the interests of the Company and the Shareholders as a whole. The Directors (including the independent non-executive Directors) therefore recommend the Shareholders to vote in favour of the resolutions to be proposed at the Annual General Meeting.

Yours faithfully  
By order of the Board  
**Sun.King Technology Group Limited**  
**Xiang Jie**  
*Chairman*



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## APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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*The following are the particulars of the Directors proposed to be re-elected at the Annual General Meeting.*

Save as disclosed herein:

- (a) none of the following Directors had any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as at the Latest Practicable Date;
- (b) none of the following Directors held any other position with the Company or any other member of the Group, nor has any directorship in other listed companies in the past three years from the Latest Practicable Date;
- (c) none of the following Directors had any relationship with any other Director, senior management personnel, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company at the Latest Practicable Date; and
- (d) there was no other matter relating to the following Directors which needed to be brought to the attention of the Shareholders and there was no other information relating to the following Directors which was required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

### **Mr. Xiang Jie**

**Mr. Xiang Jie**, aged 50, is the founder of the Group and was appointed as a Director in March 2010 and redesignated as an executive Director in May 2010. Mr. Xiang is the chairman of the Board and the chairman of the strategy and sustainability committee, Mr. Xiang is also the director of New Excel Holdings Limited, the director of Sunking Pacific Limited, the executive director of Jiashan Sunking Power Equipment Technology Co., Ltd. (嘉善華瑞賽晶電氣設備科技有限公司), the chairman of Sunking Pacific Semiconductor Technology (Zhejiang) Co., Ltd. (賽晶亞太半導體科技(浙江)有限公司), the president of the board of directors of Astrol Electronic AG and the president of the board of directors of SwissSEM Technologies AG, all of which are subsidiaries of the Company. Mr. Xiang is primarily responsible for overall corporate strategy, planning and business development of the Group.

Mr. Xiang obtained a bachelor's degree in international shipping management from the Shanghai Maritime University in the PRC in 1995 and a master's degree in business administration from the Maastricht School of Management in the Netherlands in 1999. Mr. Xiang has extensive experience in trading and power electronics sectors.

Mr. Xiang entered into a supplemental service agreement with the Company dated 1 June 2021 under which his term of office was extended for three years from the date of the supplemental service agreement and subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Xiang is entitled to receive an annual Director's fee of HK\$100,000, which was determined by the Board with reference to his experience, duties, responsibilities and the Company's policy.

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## APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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As at the Latest Practicable Date, among the 386,394,347 Shares in which Mr. Xiang was interested, 48,066,000 Shares were directly held by Mr. Xiang and the remaining 338,328,347 Shares were directly held by Max Vision Holdings Limited. As at the Latest Practicable Date, Max Vision Holdings Limited was wholly-owned by Jiekun Limited, which was wholly-owned by Sapphire Skye Holdings Limited. As at the Latest Practicable Date, Sapphire Skye Holdings Limited was wholly-owned by Zedra Trust Company (Singapore) Limited, which was the trustee of a private trust of which Mr. Xiang was the settlor and his family members were the beneficiaries.

### **Mr. Yue Zhoumin**

**Mr. Yue Zhoumin**, aged 54, joined the Group in 2009 and was appointed as an executive Director in May 2010. Mr. Yue is a vice president of the Group. Mr. Yue is also the executive director and the manager of Beijing Sunking Power Electronics Technology Co., Ltd. (北京賽晶電力電子科技有限公司) and the executive director and the manager of Beijing Sunking Electronic Technology Co., Ltd. (北京華瑞賽晶電子科技有限公司), all of which are subsidiaries of the Company. Mr. Yue is primarily responsible for strategic planning and development of the Group, overall procurement process of the Group and daily operations of the procurement department.

Mr. Yue has extensive experience in corporate project management and fund raising in the capital market. Mr. Yue is highly experienced in strategic management and before joining the Group, he worked in the strategy division of COSCO SHIPPING Holdings Co., Ltd. (formerly known as China COSCO Holdings Company Limited), which is a company listed on the Stock Exchange (stock code: 1919), from 2005 to 2009.

Mr. Yue obtained a bachelor's degree in economics from the Shanghai Maritime University in the PRC in 1994.

Mr. Yue entered into a supplemental service agreement with the Company dated 28 May 2023 under which his term of office was extended for three years from the date of the supplemental service agreement and subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association and the Listing Rules. Mr. Yue is entitled to receive an annual Director's fees of HK\$100,000, which is determined by the Board with reference to his experience, duties, responsibilities and the Company's policy.

As at the Latest Practicable Date, Mr. Yue was interested in 2,000,000 Shares.

### **Ms. Zhang Ling**

**Ms. Zhang Ling**, aged 54, was appointed as a non-executive Director in December 2017. Ms. Zhang is a member of the strategy and sustainability committee.

Ms. Zhang is the managing director of China Reform Venture Capital Investment Management (Shenzhen) Ltd. (國新風險投資管理(深圳)有限公司) and the director and the general manager of Zhonghaiheng Industrial Development Co., Ltd. (中海恒實業發展有限公司). Ms. Zhang previously worked for Beijing Capital Group Co., Ltd. (北京首都創業集團有限公

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## APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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司) and China Cinda Asset Management Co., Ltd. (中國信達資產管理股份有限公司) and was responsible for merger restructuring and corporate realignment. Ms. Zhang also previously worked for Essence Securities Co., Ltd. (安信證券股份有限公司) and Huarong Securities Co., Ltd. (華融證券股份有限公司) and was responsible for the merger financing business, and presided over the completion of large-scale enterprise asset restructuring and integration of the industrial chain, merger of listed companies, reverse takeover and other projects. Ms. Zhang was a director of Tongling Nonferrous Metals Group Holdings Co., Ltd. (銅陵有色金屬集團控股有限公司) and a director of China Reform Health Management and Services Group Co., Ltd. (國新健康保障服務集團股份有限公司), which is a company listed on the Shenzhen Stock Exchange (stock code: 000503).

Ms. Zhang obtained a bachelor's degree in precision instrument from the Tianjin University in the PRC in 1991 and a master's degree from the Guanghua School of Management of the Peking University in the PRC in 2000.

Ms. Zhang executed a supplemental appointment letter dated 4 December 2023 under which her term of office was extended for three years from the date of the supplemental appointment letter and subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Ms. Zhang will not receive any Director's fee.

### **Ms. White Caige**

**Ms. White Caige**, aged 70, was appointed as an independent non-executive Director with effect in April 2024.

Ms. White has been working for ABB (China) Ltd. since 1995 for various positions and currently holds the position of senior consultant. From 1988 to 1991, Ms. White served as the chief representative in the office of the Hawker Siddeley Group in Beijing. From 1992 to 1994, Ms. White served as the Asia Pacific marketing and sales manager of Westinghouse Systems Limited in the United Kingdom. From 1994 to 1995, Ms. White served as the business development manager of the power generation department of ABB Switzerland.

Ms. White obtained a bachelor's degree in English from the Beijing Normal University in the PRC in 1978 and an EMBA degree from the China Europe International Business School in 1998.

Ms. White executed an appointment letter dated 22 March 2024 for a term of office of three years commencing on 1 April 2024 and subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Ms. White is entitled to receive an annual Director's fees of HK\$180,000, which is determined by the Board with reference to her experience, duties, responsibilities and the Company's policy.

*The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the Repurchase Mandate.*

## **SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,606,708,000 Shares with nominal value of HK\$0.1 each. Subject to passing the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Directors will be authorised to repurchase a maximum of 160,670,800 Shares, which represent 10% of the number of issued Shares as at the date of passing the resolution granting the Repurchase Mandate, during the period ending on the earliest of (a) the conclusion of the next annual general meeting of the Company unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law to be held; or (c) the date on which such authority is revoked or varied by ordinary resolution of the Shareholders in general meeting.

## **REASONS AND FUNDING OF REPURCHASES**

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek the Repurchase Mandate from the Shareholders to enable the Directors to repurchase the Shares. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

Repurchases of the Shares will be financed out of funds legally available for the purpose of and in accordance with the Articles of Association, the applicable laws of the Cayman Islands and the Listing Rules, such as the Company's available cash flow or working capital facilities. The Companies Act provides that the amount of capital repaid in connection with a repurchase may be paid out of the profits of the Company or the proceeds of a fresh issue of the Shares made for the purpose of the repurchase. The amount of premium payable on repurchase may only be paid out of either the profits of the Company or out of the share premium account before or at the time the Shares are repurchased in the manner provided for in the Companies Act. Subject to the statutory solvency test set out in the Companies Act being satisfied, a repurchase of the Shares may also be made out of the share capital of the Company.

The Directors have no present intention to repurchase any Share and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and the Shareholders as a whole. The Directors consider that if the Repurchase Mandate is to be exercised in full at the current prevailing market value, there may be an adverse impact on the working capital or gearing position of the Company as compared to the position disclosed in the audited consolidated financial statements of the Company as at 31 December 2023, which is the date on which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the Repurchase Mandate to such extent as would,

in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

None of the Directors and to the best of the knowledge of the Directors having made all reasonable enquiries, none of the close associates (as defined under the Listing Rules) of the Directors, have a present intention to sell any Share to the Company, if the Repurchase Mandate is approved by the Shareholders.

The Directors will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

No core connected persons (as defined under the Listing Rules) have notified the Company that they have a present intention to sell any Share to the Company or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

### **TAKEOVERS CODE**

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (as defined under the Takeovers Code), depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become obliged to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code. The Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Mr. Xiang Jie was interested in 386,394,347 Shares, representing approximately 24.05% of the number of issued Shares of 1,606,708,000 Shares. As at the Latest Practicable Date, among the 386,394,347 Shares, 48,066,000 Shares were directly held by Mr. Xiang and the remaining 338,328,347 Shares were directly held by Max Vision Holdings Limited. As at the Latest Practicable Date, Max Vision Holdings Limited was wholly-owned by Jiekun Limited, which was wholly-owned by Sapphire Skye Holdings Limited. As at the Latest Practicable Date, Sapphire Skye Holdings Limited was wholly-owned by Zedra Trust Company (Singapore) Limited, which was the trustee of a private trust of which Mr. Xiang was the settlor and his family members were the beneficiaries. In the event that the Directors exercise the Repurchase Mandate in full and excluding the Shares which may be issued to Mr. Xiang upon the exercise of the Share Options granted or to be granted to him, Mr. Xiang's interests in the Shares will be increased to approximately 26.77% of the number of issued Shares and such increase would not give rise to an obligation to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code. The Directors have no present intention to repurchase the Shares to the extent it will trigger the obligation under the Takeovers Code. The Directors are not aware of any other consequences which would arise under the Takeovers Code as a result of any repurchase by the Company of the Shares.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if such repurchase would result in less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of issued shares of a company be held by the public. The Directors do not propose to repurchase the Shares which would result in less than the prescribed minimum percentage of the Shares be held by the public.

### SHARE REPURCHASE MADE BY THE COMPANY

The Company had not repurchased any Share on the Stock Exchange during the six months preceding the Latest Practicable Date.

### SHARE PRICES

The following table shows the highest and lowest prices at which the Shares had been traded on the Stock Exchange during the 12 months preceding the Latest Practicable Date:

Month	Highest prices <i>HK\$</i>	Lowest prices <i>HK\$</i>
<b>2023</b>		
April	1.96	1.65
May	1.82	1.55
June	1.76	1.40
July	1.94	1.53
August	1.94	1.53
September	1.66	1.49
October	1.62	1.40
November	1.56	1.33
December	1.45	1.23
<b>2024</b>		
January	1.35	1.00
February	1.32	0.97
March	1.36	1.04
April (up to the Latest Practicable Date)	1.25	1.11

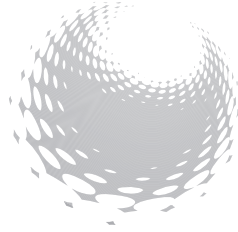
### CONCLUSION

The Directors consider that neither this explanatory statement nor the proposed Share repurchase under the Repurchase Mandate has any unusual features.

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## NOTICE OF ANNUAL GENERAL MEETING

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### Sun.King Technology Group Limited 賽晶科技集團有限公司

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 580)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**Annual General Meeting**”) of Sun.King Technology Group Limited (the “**Company**”) will be held at 9-A, KongGangRongHuiYuan, Yuhua Road, Zone B, Airport Industrial Zone, Shunyi District, Beijing, People’s Republic of China (中華人民共和國北京市順義區空港工業區B區裕華路空港融慧園9-A) on Thursday, 6 June 2024 at 10:00 a.m. for the following purposes:

#### ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of directors and auditors for the year ended 31 December 2023.
2. (a) To re-elect the following retiring directors of the Company (the “**Director(s)**”):
  - (i) Mr. Xiang Jie;
  - (ii) Mr. Yue Zhoumin;
  - (iii) Ms. Zhang Ling; and
  - (iv) Ms. White Caige;and
- (b) To authorise the board of Directors to fix the remuneration of the Directors.
3. To re-appoint Ernst & Young as the auditors of the Company, and authorise the board of Directors to fix their remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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4. To consider and, if thought fit, pass the following as ordinary resolutions:
- (a) **“That:**
- (i) subject to sub-paragraph 4(a)(iii) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the power of the Company to allot, issue or otherwise deal with additional Shares in the capital of the Company (the **“Share(s)”**) or securities convertible into Shares, or options, warrants or similar rights to subscribe for Shares or such convertible securities of the Company and to make or grant offers, agreements and/ or options (including bonds, warrants and debentures convertible into the Shares) which may require the exercise of such power be and is hereby generally and unconditionally approved;
  - (ii) the approval in sub-paragraph 4(a)(i) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
  - (iii) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period (as hereinafter defined) pursuant to sub-paragraph 4(a)(i) of this resolution, otherwise than pursuant to (A) a Rights Issue (as hereinafter defined); or (B) the grant or exercise of any share option under the share option scheme of the Company or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the directors, officers and/or employees of the Company and/or any of its subsidiaries of the Shares or rights to acquire the Shares; or (C) any scrip dividend or similar arrangements providing for the allotment of the Shares in lieu of the whole or part of a dividend on the Shares in accordance with the articles of association of the Company (the **“Articles of Association”**); or (D) any issue of the Shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into the Shares, shall not exceed 20% of the number of issued Shares as at the date of passing this resolution and the approval shall be limited accordingly;



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(iv) for the purpose of this resolution:

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

- (1) the conclusion of the next annual general meeting of the Company unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- (2) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law to be held; and
- (3) the date on which such authority is revoked or varied by ordinary resolution of the shareholders of the Company (the “**Shareholder(s)**”) in general meeting; and

(B) “**Rights Issue**” means an offer of the Shares in the capital of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for the Shares open for a period fixed by the Directors to holders of the Shares in the capital of the Company whose names appear on the register of shareholders on a fixed record date in proportion to their holdings of the Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws or requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

(b) “**That:**

- (i) subject to sub-paragraph 4(b)(ii) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the power of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission and the Stock Exchange under The Codes on Takeovers and Mergers and Share Buy-backs and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;

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- (ii) the aggregate number of Shares which may be repurchased pursuant to the approval in sub-paragraph 4(b)(i) of this resolution shall not exceed 10% of the number of issued Shares as at the date of passing this resolution and the approval shall be limited accordingly;
- (iii) subject to passing each of sub-paragraphs 4b(i) and (ii) of this resolution, any prior approvals of the kind referred to in sub-paragraphs 4b(i) and (ii) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (iv) for the purpose of this resolution:

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

- (A) the conclusion of the next annual general meeting of the Company unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
  - (B) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law to be held; and
  - (C) the date on which such authority is revoked or varied by ordinary resolution of the Shareholders in general meeting.”
- (c) “**That** conditional upon ordinary resolutions numbered 4(a) and 4(b) set out in this notice being passed, the general mandate granted to the Directors to exercise the power of the Company to allot, issue and otherwise deal with additional Shares and to make or grant offers, agreements and options which may require the exercise of such power pursuant to ordinary resolution numbered 4(a) set out in this notice be and is hereby extended by adding thereto the number of Shares repurchased by the Company since the granting of the general mandate pursuant to ordinary resolution numbered 4(b) set out in this notice, provided that such amount shall not exceed 10% of the number of issued Shares as at the date of passing ordinary resolutions numbered 4(a) and 4(b).”

By order of the board of Directors  
**Sun.King Technology Group Limited**  
**Xiang Jie**  
*Chairman*

Hong Kong, 24 April 2024

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## NOTICE OF ANNUAL GENERAL MEETING

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*Registered office:*  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

*Headquarters:*  
9-A  
KongGangRongHuiYuan  
Yuhua Road  
Zone B  
Airport Industrial Zone  
Shunyi District  
Beijing  
People's Republic of China

*Principal place of business  
in Hong Kong:*  
31st Floor, Tower Two  
Times Square  
1 Matheson Street  
Causeway Bay  
Hong Kong

*Notes:*

1. Any Shareholder entitled to attend and vote at the Annual General Meeting shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A proxy need not be a Shareholder.
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/she/it were solely entitled thereto, but if more than one of such joint holders be present at the Annual General Meeting the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
3. The form of proxy and 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 Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding the Annual General Meeting or any adjournment thereof at which the person named in the form of proxy proposes to vote. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting thereof (as the case may be) should you so wish and in such event, the form of proxy will be deemed to have been revoked.
4. In order to establish the identity of the Shareholders who are entitled to attend and vote at the forthcoming annual general meeting, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on Friday, 31 May 2024. The register of members of the Company will be closed from Monday, 3 June 2024 to Thursday, 6 June 2024, both days inclusive, during which period no transfer of Shares will be registered. The Shareholders whose names appear on the register of members of the Company on Thursday, 6 June 2024 are entitled to attend and vote at the forthcoming annual general meeting.
5. The form of proxy for the use at the Annual General Meeting is enclosed herewith.

*As at the date of this notice, the executive Directors are Mr. Xiang Jie, Mr. Gong Renyuan and Mr. Yue Zhoumin; the non-executive Director is Ms. Zhang Ling; and the independent non-executive Directors are Mr. Chen Shimin, Mr. Zhang Xuejun, Mr. Leung Ming Shu and Ms. White Caige.*