
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Sunlight Technology Holdings Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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SUNLIGHT TECHNOLOGY HOLDINGS LIMITED

深藍科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1950)

PROPOSALS FOR

(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;

(2) RE-ELECTION OF THE RETIRING DIRECTORS;

(3) RE-APPOINTMENT OF AUDITOR;

(4) CLOSURE OF REGISTER OF MEMBERS;

AND

(5) NOTICE OF ANNUAL GENERAL MEETING

The notice convening the annual general meeting of the Company (the “AGM”) to be held by way of electronic means (via ZOOM MEETING ONLY) at 11:00 a.m., on Tuesday, 24 May 2022 is set out on pages 21 to 26 of this circular. A form of proxy for use at the AGM is also enclosed with this circular.

Whether or not you are able to attend the AGM in person, you are requested to complete, sign and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong or via the designated URL (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company, as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be).

Completion and return of the form of proxy will not preclude you from attending at the AGM or any adjournment thereof (as the case may be) via ZOOM MEETING should you so wish.

22 April 2022

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held by way of electronic means (via ZOOM MEETING ONLY) at 11:00 a.m., on Tuesday, 24 May 2022 or any adjournment thereof;
“AGM Notice”	the notice convening the AGM set out on pages 21 to 26 of this circular;
“Articles of Association”	the articles of association of the Company as amended from time to time;
“associate(s)”	has the same meaning as defined in the Listing Rules;
“Board”	the board of Directors;
“close associate(s)”	has the same meaning as defined in the Listing Rules;
“Company”	Sunlight Technology Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange;
“Companies Act”	The Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands;
“core connected person(s)”	has the same meaning as defined in the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue and otherwise deal with Shares and securities convertible to Shares subject to a restriction that the aggregate number of Shares allotted or agreed to be allotted must not exceed 20% of the number of issued Shares as at the date of the resolution granting the general mandate at the AGM;

DEFINITIONS

“Latest Practicable Date”	14 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
“Listing Date”	12 March 2020, on which the Shares are listed and from which dealings therein are permitted to take place on the main board of the Stock Exchange;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares up to a maximum number equivalent to 10% of the number of issued Shares as at the date of the resolution granting the repurchase mandate at the AGM;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary shares of US\$0.0005 each in the capital of the Company;
“Share Option Scheme”	the share options scheme of the Company adopted by the Company on 10 February 2020;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs approved by the Securities and Futures Commission as amended from time to time; and
“%”	per cent.

* *For identification purpose only*

LETTER FROM THE BOARD

SUNLIGHT TECHNOLOGY HOLDINGS LIMITED

深藍科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1950)

Executive Directors

Ms. Liu Jing

Mr. Chen Hua

Ms. Zhu Jianqin

Mr. Wen Yongwen

Mr. Gu Jianguo

Independent non-executive Directors

Mr. Ho Ho Tung Armen

Mr. Au Hei Ching

Mr. Lee Cheung Yuet Horace

Mr. Zheng Yu

Ms. Zhou Xiaochun

**HEAD OFFICE AND PRINCIPAL PLACE
OF BUSINESS IN THE PRC**

No.2, Jiangshan Road

Meicheng Town

Jiande County

Hangzhou City

Zhejiang Province

PRC

**PRINCIPAL PLACE OF BUSINESS IN
HONG KONG**

Suites 4404-10, 44/F

One Island East

18 Westlands Road, Taikoo Place

Hong Kong

REGISTERED OFFICE

Ogier Global (Cayman) Limited

89 Nexus Way, Camana Bay

Grand Cayman KY1-9009

Cayman Islands

22 April 2022

To the Shareholders

Dear Sir/Madam,

PROPOSALS FOR

(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;

(2) RE-ELECTION OF THE RETIRING DIRECTORS;

(3) RE-APPOINTMENT OF AUDITOR;

(4) CLOSURE OF REGISTER OF MEMBERS;

AND

(5) NOTICE OF ANNUAL GENERAL MEETING

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to: (i) provide you with information regarding certain resolutions to be put forward at the AGM including details of the proposed Issue Mandate, the proposed Repurchase Mandate and the extension of the Issue Mandate by addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate; (ii) set out an explanatory statement regarding the Repurchase Mandate; (iii) provide you with details of the proposed re-election of retiring Directors; and (iv) give you notice of the AGM.

GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES

Ordinary resolutions will be proposed at the AGM to give to the Directors new general mandates:

- (i) to allot, issue and otherwise deal with additional Shares subject to a restriction that the aggregate number of Shares allotted or agreed to be allotted must not exceed 20% of the number of issued Shares as at the date of the resolution granting the general mandate at the AGM; and
- (ii) to repurchase Shares up to a maximum number equivalent to 10% of the number of issued Shares as at the date of the resolution granting the repurchase mandate at the AGM.

In addition, a separate ordinary resolution will also be proposed at the AGM to give a general mandate to the Directors to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate.

The above mandates shall only continue in force until:

- (a) the conclusion of the next annual general meeting of the Company following the passing of the resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the mandate is renewed, either unconditionally or subject to conditions; or
- (b) the expiration of the period within which the Company is required by any applicable law or the Articles of Association to hold the next annual general meeting of the Company; or
- (c) revoked or varied by ordinary resolution of the Shareholders in general meeting,

whichever occurs first.

LETTER FROM THE BOARD

The Directors have no present intention to exercise the Issue Mandate or the Repurchase Mandate (if granted to the Directors at the AGM).

As at the Latest Practicable Date, a total of 1,200,000,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued and/or repurchased by the Company prior to the AGM, the Company will be allowed to issue a maximum of 240,000,000 Shares representing 20% of the number of issued Shares as the date of the resolution granting the general mandate at the AGM.

An explanatory statement containing information regarding the Repurchase Mandate is set out in Appendix I to this circular.

RE-ELECTION OF RETIRING DIRECTORS

By virtue of Article 112 of the Articles of Association, any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting in accordance with Article 108(a) as set out below.

In accordance with Article 112, Mr. Wen Yongwen, Mr. Gu Jianguo, Mr. Au Hei Ching, Mr. Lee Cheung Yuet Horace, Mr. Zheng Yu and Ms. Zhou Xiaochun shall retire from office and, being eligible, offer themselves for re-election, at the AGM.

By virtue of Article 108(a) of the Articles of Association, Ms. Zhu Jianqin and Mr. Ho Ho Tung Armen shall retire by rotation and, being eligible, offer themselves for re-election, at the AGM.

Nomination Procedure

When identifying suitable candidates for directorship, the nomination committee will carry out the selection process by making reference to the skills, experience, education background, professional knowledge, personal integrity and time commitments of the proposed candidates, and also the Company's needs and other relevant statutory requirements and regulations required for the positions. All candidates must be able to meet the standards as set forth in Rules 3.08 and 3.09 of the Listing Rules. A candidate who is to be appointed as an independent non-executive Director should also meet the independence criteria set out in Rule 3.13 of the Listing Rules. Qualified candidates will then be recommended to the Board for approval.

LETTER FROM THE BOARD

To enhance the quality of the performance of the Board and to achieve diversity on the Board, the Board adopted its board diversity policy, pursuant to which selection of our Board candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service, and any other factors that our Board may consider relevant and applicable from time to time. High emphasis is placed on ensuring a balanced composition of skills and experience at our Board level in order to provide a range of perspectives, insights and challenge that enable our Board to discharge its duties and responsibilities effectively, support good decision making in view of the core businesses and strategy of our Group, and support succession planning and development of our Board. The ultimate decision will be based on merit and contribution that the selected candidates will bring to our Board.

Recommendation of the Nomination Committee

The nomination committee considered Mr. Wen Yongwen, Mr. Gu Jianguo and Ms. Zhu Jianqin's extensive experience in the manufacturing and sale of coating agents and synthetic resins industry, familiarity with the operation of the Group, connection with the PRC, working profile and other experience and factors as set out in Appendix II to this circular; and was satisfied that they had the required character, integrity and experience to continuously fulfil their role as executive Directors effectively. The nomination committee believed that their re-election as executive Directors would be in the best interests of the Company and its Shareholders as a whole.

The nomination committee assessed the independence of Mr. Au Hei Ching, Mr. Ho Ho Tung Armen, Mr. Lee Cheung Yuet Horace, Mr. Zheng Yu and Ms. Zhou Xiaochun (the "**Retiring INEDs**"), based on reviewing his respective annual written confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules and confirmed that the Retiring INEDs remain independent. The nomination committee considered the Retiring INEDs' profiles and other experience and factors as set out in Appendix II to this circular, and was satisfied that the Retiring INEDs had the required character, integrity and experience to continuously fulfil their roles as independent non-executive Directors effectively. The Board believed that the re-election of the Retiring INEDs as the independent non-executive Directors would be in the best interests of the Company and its Shareholders as a whole.

Accordingly, with the recommendation of the nomination committee, the Board has proposed that all the above retiring Directors, namely Mr. Wen Yongwen, Mr. Gu Jianguo, Ms. Zhu Jianqin, Mr. Au Hei Ching, Mr. Ho Ho Tung Armen, Mr. Lee Cheung Yuet Horace, Mr. Zheng Yu and Ms. Zhou Xiaochun stand for re-election as Directors at the AGM. Further information about the Board's composition and diversity as well as the attendance record at the meetings of the Board and/or its committees and the general meetings of the Directors (including the retiring Directors) is disclosed in the corporate governance report of the annual report. The particulars of the Directors proposed to be re-elected are set out in Appendix II to this circular.

LETTER FROM THE BOARD

RE-APPOINTMENT OF AUDITOR

HLB Hodgson Impey Cheng Limited will retire as the auditor of the Company at the AGM and, being eligible, offer itself for re-appointment. The Board proposes to re-appoint HLB Hodgson Impey Cheng Limited as the auditor of the Company to hold office until the next annual general meeting of the Company.

ANNUAL GENERAL MEETING

A notice convening the AGM to be held by way of electronic means (via ZOOM MEETING ONLY) at 11:00 a.m., on Tuesday, 24 May 2022 is set out on pages 21 to 26 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

ACTIONS TO BE TAKEN

You will find enclosed a form of proxy for use at the AGM. Whether or not you are able to attend the AGM in person, you are requested to complete, sign and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong or via the designated URL (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company, as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending at the AGM or any adjournment thereof (as the case may be) via ZOOM MEETING should you so wish.

In view of the current COVID-19 situation, a member of the Company will not be able to attend the AGM in person. If a member of the Company (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, it is recommended that he/she/it should appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM. In appointing the Chairman of the AGM as proxy, a member of the Company (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.

Shareholders will need to complete the following steps to be able to access the proceedings of the AGM of the Company:

LETTER FROM THE BOARD

Accessing proceedings of AGM by live webcast

Shareholders may view and listen to the AGM through a live webcast of the AGM which can be accessed on a computer, tablet or any browser enabled device. For the designated uniform resource locator of AGM and meeting pass code details, please contact the Company's share registrar, Tricor Investor Services Limited, by dialing (852) 2980 1333 (office hours: 9:00 a.m. to 6:00 p.m.) or by sending an email to is-enquiries@hk.tricorglobal.com, no later than 11:00 a.m. on Friday, 20 May 2022. Shareholders will be able to access the live webcast at the start of the AGM until its conclusion.

If you are a non-registered Shareholder, you should contact your banks, brokers, custodians, nominees or HKSCC Nominees Limited through which your shares are held (as the case may be) (collectively the ("**Intermediary**") and instruct the Intermediary to appoint you as proxy or corporate representative to view and listen via live webcast at the AGM and in doing so, you will be asked to provide your email address. Details regarding the live webcast including the login details will be emailed to you by the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited.

THE COMPANY WILL NOT ACCEPT ANY PHYSICAL ATTENDANCE BY SHAREHOLDERS.

Shareholders can submit questions for the Board in advance of the AGM via this email address: ir@slkj.cn. Shareholders can also submit questions during the AGM through the live webcast. Questions relevant to the business of the AGM will be addressed by the Board during the AGM.

The Board will address the questions during the AGM proceedings.

VOTING BY POLL AT THE AGM

Pursuant to Article 72 of the Articles of Association and the requirement of Rule 13.39(4) of the Listing Rules, every resolution submitted to the AGM shall be determined by voting by poll except where the chairman of the AGM, 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 hand. Therefore, the resolution set out in the AGM Notice will be voted on by way of poll. The results of the poll will be published on the websites of the Company and the Stock Exchange on the day of the AGM.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Thursday, 19 May 2022 to Tuesday, 24 May 2022 (both dates inclusive) during which period no transfer of Shares will be registered. In order to attend and vote at the AGM, all transfer of Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m on Wednesday, 18 May 2022.

RECOMMENDATION

The Directors consider that the resolutions set out in the AGM Notice including the grant of the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the re-election of retiring Directors are in the interests of the Company and the Shareholders. Accordingly, the Directors recommend Shareholders to vote in favour of all resolutions as set out in the AGM Notice.

GENERAL

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.

Your attention is also drawn to the additional information set out in Appendix I and Appendix II to this circular.

By Order of the Board
Sunlight Technology Holdings Limited
Ms. Liu Jing
Chairman and executive Director

This appendix serves as an explanatory statement as required under the Listing Rules to provide the requisite information to the Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors.

1. LISTING RULES FOR REPURCHASES OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed repurchases of shares must be approved by shareholders in advance by an ordinary resolution in a general meeting, either by way of general mandate or by specific approval in relation to a particular transaction and that the shares to be repurchased must be fully paid up.

2. SOURCE OF FUNDS AND IMPACT OF REPURCHASES

Any repurchase of the Shares under the Repurchase Mandate will be financed from the funds legally available for such purposes in accordance with the memorandum of association and Articles of Association of the Company, the Listing Rules and the applicable laws and regulations of the Cayman Islands.

A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time. Any repurchase of Shares by the Company may be made out of profits or share premium account of the Company or out of proceeds of a fresh issue of Shares made for that purpose or, if so authorised by the Articles of Association and subject to the solvency test and the Companies Act, out of capital. Any premium payable on a redemption or repurchase over the par value of the Shares to be purchased must be paid out of the Company's profits or share premium account, or, if so authorised by the Articles of Association and subject to the solvency test and the Companies Act, out of capital.

The Directors consider that the exercise of the Repurchase Mandate in full will not have a material adverse impact on the working capital or the gearing position of the Company (as compared with the position as at 31 December 2021, being the date of the Company's latest audited consolidated financial statements). The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or the gearing position of the Company (as compared with the position as at 31 December 2021, being the date of the Company's latest audited consolidated financial statements) which in the opinion of the Directors are from time to time appropriate for the Company. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are purchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

3. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,200,000,000 Shares.

As at the Latest Practicable Date, there was no outstanding share option granted under the Share Option Scheme.

Subject to the passing of the relevant ordinary resolutions to approve the general mandates to issue and repurchase Shares and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 120,000,000 Shares, representing 10% of the number of issued Shares as at the date of the resolution granting the repurchase mandate at the AGM. The above mandate will expire on the earliest of: (i) the conclusion of the next annual general meeting of the Company; following the passing of the resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the mandate is renewed, either unconditionally or subject to conditions; or (ii) the expiration of the period within which the Company is required by any applicable law or the Articles of Association to hold the next annual general meeting of the Company; or (iii) revoked or varied by ordinary resolution of the Shareholders in general meeting.

4. REASONS FOR PROPOSED REPURCHASE OF SHARES

The Directors believe that it is in the best interest of the Company and the Shareholders for the Directors to have general authority from the Shareholders to enable the Company to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made where the Directors believe that such repurchases will benefit the Company and the Shareholders.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the applicable laws and regulations of Cayman Islands and the memorandum of association and Articles of Association of the Company.

6. EFFECT OF THE TAKEOVERS CODE

If, as a result of the Company exercising its powers to repurchase securities 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 purpose of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 or 32 of the Takeovers Code.

To the best of the Directors' knowledge and belief having made all reasonable enquiries, they are not aware of any consequences which may arise under the Takeovers Code as a result of any purchase made under the Repurchase Mandate. However, the Company undertakes not to repurchase Shares which would result in the amount of Shares held by the public being reduced to less than 25%.

7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates has any present intention, in the event that the proposed Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company. No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of Shares.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

9. SHARE PRICE

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the 12 months preceding the Latest Practicable Date, from 1 April 2021 to 14 April 2022, were as follows:

	Shares	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2021		
April	0.580	0.355
May	0.870	0.380
June	0.415	0.280
July	0.345	0.221
August	0.275	0.224
September	0.255	0.190
October	0.240	0.196
November	0.250	0.105
December	0.128	0.105
2022		
January	0.127	0.108
February	0.129	0.101
March	0.119	0.066
April (up to the Latest Practicable Date)	0.119	0.092

The particulars of Directors who are subject to re-election at the AGM and which are required to be disclosed under the Listing Rules are set out below:

1. Mr. Wen Yongwen (“Mr. Wen”)

Mr. Wen, aged 32, was appointed as an executive Director on 24 November 2021. Mr. Wen obtained a postgraduate degree in supply chain, trade and finance from City University of London and a bachelor’s degree in accounting and finance from University of Durham. He is experienced in overseeing companies’ daily operations with a focus in customer relationship management as well as fund raising and cost optimisation. From October 2013 to May 2016, he was a member of the management in a catering company where its operations were in Shenzhen. He assisted with the formation of the company, overseeing the day-to-day operations as well as client management duties. From November 2016 to August 2020, he was a vice president of Lamtex Securities Limited (a wholly-owned subsidiary of Lamtex Holdings Limited (stock code: 1041), the shares of which are listed on the Stock Exchange), during which he had established a clientele pool that accounted for a significant portion of the company’s clientele base, providing professional services to Hong Kong listed companies and overseeing the daily operations of the company.

Mr. Wen has served as a director of China On Securities Limited since July 2021, which is a registered securities trading firm of the Securities and Futures Commission, and he had also served as a non-executive director of Republic Healthcare Limited (stock code: 8357), the shares of which are listed on the Stock Exchange, from 9 August 2021 to 17 February 2022.

Save as disclosed above and as at the Latest Practicable Date, Mr. Wen (i) does not hold any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (ii) has not held any other directorships in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (iii) does not hold any other positions in the Group; and (iv) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company (as respectively defined in the Listing Rules).

Mr. Wen has entered into a director’s service contract with the Company for an initial term of three years commencing on 24 November 2021 subject to termination by either party by giving three months’ written notice and retirement by rotation and re-election at the annual general meetings of the Company in accordance with the articles of association of the Company. Mr. Wen is entitled to an annual salary of HK\$240,000 and discretionary bonuses or benefits as may be decided by the Board.

Save as disclosed above, there is no other information related to the appointment of Mr. Wen that needs to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the shareholders of the Company.

2. Mr. Gu Jianguo (“Mr. Gu”)

Mr. Gu, aged 40, was appointed as an executive Director on 10 December 2021. Mr. Gu has over 18 years of experience in project and administrative management and has extensive expertise in operation and production of glass and materials related products. From 2003 to 2012, Mr. Gu was an executive deputy general manager of Nanjing Yaopi Network Technology Co., Limited* (南京耀皮網絡科技有限公司) (formerly known as Nanjing Yaopi Glass Co., Limited* (南京耀皮玻璃有限公司)). Since 2014, Mr. Gu has worked as a general manager at Hongze Hetai Investment Co., Limited* (洪澤和泰投資有限公司). Mr. Gu completed a senior management program from the Business School of Nanjing Normal University.

Save as disclosed above and as at the Latest Practicable Date, Mr. Gu (i) does not hold any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (ii) has not held any other directorships in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (iii) does not hold any other positions in the Group; and (iv) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company (as respectively defined in the Listing Rules).

Mr. Gu has entered into a director’s service contract with the Company for an initial term of 3 years commencing on 10 December 2021 subject to termination by either party by giving three months’ written notice and retirement by rotation and re-election at the annual general meetings of the Company in accordance with the articles of association of the Company. Mr. Gu is entitled to an annual salary of HK\$240,000 and discretionary bonuses or benefits as may be decided by the Board.

Save as disclosed above, there is no other information related to the appointment of Mr. Gu that needs to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the shareholders of the Company.

3. Ms. Zhu Jianqin (“Ms. Zhu”)

Ms. Zhu Jianqin, aged 53, is an executive Director. She is also a chief engineer of Zhejiang Sunlight responsible for overseeing and monitoring our research and development functions, technical know-how management and technology innovation. Ms. Zhu obtained a bachelor degree in chemical engineering from Zhejiang Institute of Technology* (浙江工學院) (now known as Zhejiang University of Technology* (浙江工業大學)) of the PRC in July 1991. She obtained a qualification for professorate senior engineer* (教授級高級工程師) from the Department of Human Resources and Social Security of Zhejiang Province* (浙江省人力資源和社會保障廳) of the PRC in December 2017. She was awarded as one of Deqing County Top Ten Technology Innovation Leaders for 2010* (“2010年度德清縣十佳技術創新帶頭人”) from the Deqing County General Union* (德清縣總工會).

* For identification purpose only

Ms. Zhu joined our Group in January 2006 and is currently one of our chief engineers. Ms. Zhu has over 18 years of experience in the chemical engineering and colourants business. Prior to joining our Group, Ms. Zhu worked for Hangzhou Rainbow Colour Paste Co., Ltd.* (杭州彩虹色漿有限公司), a manufacturer of colourants, resins, finishes and additives for synthetic leather and textiles, from March 2000 to October 2004. Ms. Zhu was an engineer of Huzhou Milan Investment Management Co., Ltd.* (湖州米藍投資管理有限公司) (formerly known as Hangzhou Sunlight Chemical Co., Ltd.* (杭州深藍化工有限公司)) (“**Huzhou Milan**”), a then manufacturer of chemical products, and responsible for product development from November 2004 to December 2005.

Save as disclosed above and as at the Latest Practicable Date, Ms. Zhu (i) does not hold any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (ii) has not held any other directorships in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (iii) does not hold any other positions in the Group; and (iv) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company (as respectively defined in the Listing Rules).

Ms. Zhu has entered into a director’s service contract with the Company for an initial term of 3 years commencing on the Listing Date subject to termination by either party by giving three months’ written notice and retirement by rotation and re-election at the annual general meetings of the Company in accordance with the articles of association of the Company. Ms. Zhu is entitled to an annual salary of RMB120,000 and discretionary bonuses or benefits as may be decided by the Board.

As at the Latest Practicable Date, Ms. Zhu is interested in 30,004,000 Shares, representing approximately 2.50% of the total issued share capital of the Company, under Part XV of the SFO.

Save as disclosed above, there is no other information related to the appointment of Ms. Zhu that needs to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the shareholders of the Company.

4. Mr. Au Hei Ching (“Mr. Au”)

Mr. Au, aged 37, was appointed as an independent non-executive Director on 25 January 2022. Mr. Au obtained a Bachelor of Business Administration (Honours) in Business Economics from the City University of Hong Kong and has over 14 years of experience in finance and asset management. Mr. Au has been a financial risk manager of the Global Association of Risk Professionals since 2011. From October 2007 to August 2010, Mr. Au worked as principal business development officer at a bank in Hong Kong. Since October 2010, Mr. Au has worked as SFC licensed representative and responsible officer in various licensed corporations. He has extensive experience in managing private funds, advising on risk management strategies, supervising daily securities brokerage operations and providing advisory services to investors.

Save as disclosed above and as at the Latest Practicable Date, Mr. Au (i) does not hold any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (ii) has not held any other directorships in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (iii) does not hold any other positions in the Group; and (iv) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company (as respectively defined in the Listing Rules).

Mr. Au has entered into a director's service contract with the Company for an initial term of 1 year commencing on 25 January 2022 subject to termination by either party by giving three months' written notice and retirement by rotation and re-election at the annual general meetings of the Company in accordance with the articles of association of the Company. Mr. Au is entitled to an annual salary of HK\$120,000 and discretionary bonuses or benefits as may be decided by the Board.

Save as disclosed above, there is no other information related to the appointment of Mr. Au that needs to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the shareholders of the Company.

5. Mr. Ho Ho Tung Armen ("Mr. Ho")

Mr. Ho Ho Tung Armen, aged 45, was appointed as an independent non-executive Director in February 2020. Mr. Ho received a MBA degree from the University of Chicago Booth School of Business, a Master of Science degree in financial economics from University of London and a Bachelor of Arts (Honours) degree in accountancy from City University of Hong Kong. He is currently a member of the Hong Kong Institute of Certified Public Accountants.

Mr. Ho is currently an independent non-executive director of Stream Ideas Group Limited (stock code: 8401). Mr. Ho is the chief financial officer and company secretary of Tianyun International Holdings Limited (stock code: 6836), since February 2015. Prior to that, Mr. Ho was the chief financial officer of Tuenbo Group Limited and held various senior positions in Wisdom Asset Management Limited, Hermes Capital Limited and Evolution Group Limited (now known as Investec Group) specialized in asset management, private equity, and corporate finance. Mr. Ho also worked for PricewaterhouseCoopers Hong Kong, KPMG UK and Grant Thornton Corporate Finance UK from 1998 to 2006 specialising in audit, advisory and corporate finance.

Save as disclosed above and as at the Latest Practicable Date, Mr. Ho (i) does not hold any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (ii) has not held any other directorships in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (iii) does not hold any other positions in the Group; and (iv) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company (as respectively defined in the Listing Rules).

Mr. Ho has entered into a director's service contract with the Company for an initial term of 3 years commencing on the Listing Date subject to termination by either party by giving three months' written notice and retirement by rotation and re-election at the annual general meetings of the Company in accordance with the articles of association of the Company. Mr. Ho is entitled to an annual salary of HK\$120,000 and discretionary bonuses or benefits as may be decided by the Board.

Save as disclosed above, there is no other information related to the appointment of Mr. Ho that needs to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the shareholders of the Company.

6. Mr. Lee Cheung Yuet Horace ("Mr. Lee")

Mr. Lee Cheung Yuet Horace, aged 40, was appointed as independent non-executive Director on 25 January 2022. He obtained a Bachelor Degree in Commerce (Accounting) from the University of Queensland, Australia and has over 17 years of experience in financial reporting, investment analysis, merger & acquisition exercises and business development. He has been a member of the Association of Chartered Certified Accountants since 2009 and a fellow member since 2014. From November 2017 to June 2020, he was an independent non-executive director of Chuan Holdings Limited (stock code: 1420), the shares of which are listed on the Main Board of the Stock Exchange. From February 2018 to April 2019, he was an executive director of Aurum Pacific (China) Group Limited (stock code: 8148), the shares of which are listed on the GEM of the Stock Exchange. Mr. Lee is currently an independent non-executive director of Hybrid Kinetic Group Limited (stock code: 1188), Asia Television Holdings Limited (stock code: 707) and Li Bao Ge Group Limited (stock code: 1869), the shares of which are listed on the Main Board of the Stock Exchange. He is also an independent nonexecutive director of Kirin Group Holdings Limited (stock code: 8109), the shares of which are listed on the GEM of the Stock Exchange.

Save as disclosed above and as at the Latest Practicable Date, Mr. Lee (i) does not hold any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (ii) has not held any other directorships in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (iii) does not hold any other positions in the Group; and (iv) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company (as respectively defined in the Listing Rules).

Mr. Lee has entered into a director's service contract with the Company for an initial term of 1 year commencing on 25 January 2022 subject to termination by either party by giving three months' written notice and retirement by rotation and re-election at the annual general meetings of the Company in accordance with the articles of association of the Company. Mr. Lee is entitled to an annual salary of HK\$120,000 and discretionary bonuses or benefits as may be decided by the Board.

Save as disclosed above, there is no other information related to the appointment of Mr. Lee that needs to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the shareholders of the Company.

7. Mr. Zheng Yu (“Mr. Zheng”)

Mr. Zheng, aged 43, was appointed as independent non-executive Director on 25 January 2022. He obtained a bachelor’s degree in law from Nanjing University and has over 18 years of experience in the legal profession. Mr. Zheng obtained the PRC Legal Professional Qualification Certificate in September 2002 and has been a practising lawyer at Jiangsu Phaedo Law Firm since 2003, currently holding the position of senior partner. Mr. Zheng is also an arbitrator on the panel of the Zhanjiang Arbitration Commission of the Zhanjiang Court of International Arbitration.

Save as disclosed above and as at the Latest Practicable Date, Mr. Zheng (i) does not hold any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (ii) has not held any other directorships in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (iii) does not hold any other positions in the Group; and (iv) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company (as respectively defined in the Listing Rules).

Mr. Zheng has entered into a director’s service contract with the Company for an initial term of 1 year commencing on 25 January 2022 subject to termination by either party by giving three months’ written notice and retirement by rotation and re-election at the annual general meetings of the Company in accordance with the articles of association of the Company. Mr. Zheng is entitled to an annual salary of HK\$120,000 and discretionary bonuses or benefits as may be decided by the Board.

Save as disclosed above, there is no other information related to the appointment of Mr. Zheng that needs to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the shareholders of the Company.

8. Ms. Zhou Xiaochun (“Ms. Zhou”)

Ms. Zhou Xiaochun, aged 64, was appointed as independent non-executive Director on 25 January 2022. She has over 41 years of experience in alcohol-related research and technology, product and quality management. Since 1980, Ms. Zhou has been engaged in wine-related professional technology work at Jiangxi Jinggang Winery Industry Co., Ltd.* (江西井岡酒業有限責任公司), where she currently holds the position of chief engineer. Ms. Zhou was accredited as a senior engineer in the field of chemistry by the Jiangxi Occupational Titles Reform Work Leading Group* (江西省職稱改革領導小組) in November 2000. In March 2012, she obtained the Occupational Qualification Certificate in wine tasting. From November 2016 to November 2021, Ms. Zhou was a panelist of the 9th National Baijiu Spirit Panel of the China National Food Industry Association. She was also a national occupational skills appraisal senior examiner for winemakers and sommeliers between October 2018 and October 2021. In September 2020, Ms. Zhou was appointed as the team leader of the Jiangxi Province 12th Chinese Baijiu Expert Panel* (江西省第十二屆白酒專家組) by the Jiangxi Food Industry Association.

Save as disclosed above and as at the Latest Practicable Date, Ms. Zhou (i) does not hold any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (ii) has not held any other directorships in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (iii) does not hold any other positions in the Group; and (iv) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company (as respectively defined in the Listing Rules).

Ms. Zhou has entered into a director’s service contract with the Company for an initial term of 1 year commencing on 25 January 2022 subject to termination by either party by giving three months’ written notice and retirement by rotation and re-election at the annual general meetings of the Company in accordance with the articles of association of the Company. Ms. Zhou is entitled to an annual salary of HK\$120,000 and discretionary bonuses or benefits as may be decided by the Board.

Save as disclosed above, there is no other information related to the appointment of Ms. Zhou that needs to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the shareholders of the Company.

NOTICE OF ANNUAL GENERAL MEETING

SUNLIGHT TECHNOLOGY HOLDINGS LIMITED

深藍科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1950)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Sunlight Technology Holdings Limited (the “**Company**”) will be held by way of electronic means (via ZOOM MEETING ONLY) at 11:00 a.m., on Tuesday, 24 May 2022 for the following purposes:

1. To receive and approve the audited consolidated financial statements together with the report of the directors (the “**Directors**”) and the independent auditor’s report of the Company for the year ended 31 December 2021.
2.
 - (a) To re-elect Ms. Zhu Jianqin as an executive Director;
 - (b) To re-elect Mr. Gu Jianguo as an executive Director;
 - (c) To re-elect Mr. Wen Yongwen as an executive Director;
 - (d) To re-elect Mr. Au Hei Ching as an independent non-executive Director;
 - (e) To re-elect Mr. Ho Ho Tung Armen as an independent non-executive Director;
 - (f) To re-elect Mr. Lee Cheung Yuet Horace as an independent non-executive Director;
 - (g) To re-elect Mr. Zheng Yu as an independent non-executive Director;
 - (h) To re-elect Ms. Zhou Xiaochun as an independent non-executive Director;
 - (i) To authorise the board of Directors to fix their remuneration.
3. To re-appoint HLB Hodgson Impey Cheng Limited as auditors of the Company and to authorise the board of Directors to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

4. **“THAT:**

- (a) subject to paragraph (c) below, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the exercise by the Directors during the Relevant Period (as hereinafter defined in this resolution) of all the powers of the Company to allot, issue and deal with any shares of the Company and securities convertible to shares of the Company and to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into shares of the Company) which would or might require shares in the capital of the Company to be issued, allotted or disposed of, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the shares of the Company to be issued, allotted or disposed of, either during or after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares upon the exercise of options which may be granted under any share option scheme or under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries or any other person of shares or rights to acquire shares of the Company; or (iii) any scrip dividend schemes or similar arrangements providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company; or (iv) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20% of the number of shares of the Company in issue at the date of the passing of this resolution and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (d) for the purpose of this resolution,

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

- (i) the conclusion of the next annual general meeting of the Company unless by ordinary resolution passed at that meeting, the mandate is renewed, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution; and

“Rights Issue” means an offer of shares of the Company or offer or issue of options, warrants or similar giving rights to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares (or, where appropriate, such other securities) (subject in all cases to such exclusions 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 of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

5. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or on any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the number of shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10% of the number of the shares of the Company in issue at the date of the passing of this resolution, and the authority granted pursuant to paragraph (a) above shall be limited accordingly; and
 - (c) for the purposes of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company unless by ordinary resolution passed at that meeting, the mandate is renewed, either unconditionally or subject to condition; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws of the Cayman Islands to be held; or
 - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution.”
6. “**THAT** conditional upon the ordinary resolutions set out in paragraphs 4 and 5 of the notice convening this meeting being passed, the general mandate granted to the Directors pursuant to the ordinary resolution set out in paragraph 4 of the notice convening this meeting be and is hereby extended by the addition thereto of the aggregate number of shares of the Company repurchased by the Company under the mandate granted pursuant to the ordinary resolution set out in paragraph 5 of this notice convening this meeting.”

By Order of the Board
Sunlight Technology Holdings Limited
Ms. Liu Jing
Chairman and executive Director

Hong Kong, 22 April 2022

As at the date hereof, the Board comprises Ms. Liu Jing, Mr. Chen Hua, Ms. Zhu Jianqin, Mr. Wen Yongwen and Mr. Gu Jianguo as executive Directors; Mr. Au Hei Ching, Mr. Ho Ho Tung Armen, Mr. Lee Cheung Yuet Horace, Mr. Zheng Yu and Ms. Zhou Xiaochun as independent non-executive Directors.

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A member entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and, on a poll, vote in his stead. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and, on a poll, vote on his behalf. A proxy need not be a member of the Company.
2. In order to be valid, a proxy form together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong or via the designated URL (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company, not less than 48 hours before the time for holding the meeting or any adjournment thereof.
3. Completion and return of the form of proxy will not preclude you from attending at the AGM or any adjournment thereof (as the case may be) via ZOOM MEETING should you so wish.
4. The register of members of the Company will be closed from Thursday, 19 May 2022 to Tuesday, 24 May 2022, both days inclusive, during which period no transfer of shares will be registered. In order to determine the identity of the shareholders who are entitled to attend and vote at the annual general meeting, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 18 May 2022.
5. According to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at general meeting of the Company must be taken by poll. Therefore, all proposed resolutions put to the vote at the AGM will be taken by way of poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.
6. With regard to ordinary resolutions set out in paragraphs 2 and 4 to 6 of this notice, a circular giving details of the re-electing of Directors and general mandates to issue and to repurchase Shares will be despatched to Shareholders. The biographical details of the retiring Directors who are subject to re-election at the meeting are set out in Appendix II to the circular.
7. A form of proxy for use by shareholders at the annual general meeting is enclosed.
8. In view of the current COVID-19 situation, a member of the Company will not be able to attend the annual general meeting in person. If a member of the Company (whether individual or corporate) wishes to exercise his/her/its voting rights at the annual general meeting, it is recommended that he/she/it should appoint the Chairman of the annual general meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the annual general meeting. In appointing the Chairman of the annual general meeting as proxy, a member of the Company (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.

NOTICE OF ANNUAL GENERAL MEETING

Shareholders will need to complete the following steps to be able to access the proceedings of the annual general meeting of the Company:

Accessing proceedings of annual general meeting by live webcast

Shareholders may view and listen to the AGM through a live webcast of the AGM which can be accessed on a computer, tablet or any browser enabled device. For the designated uniform resource locator of AGM and meeting pass code details, please contact the Company's share registrar, Tricor Investor Services Limited, by dialing (852) 2980 1333 (office hours: 9:00 a.m. to 6:00 p.m.) or by sending an email to is-enquiries@hk.tricorglobal.com, no later than 11:00 a.m. on Friday, 20 May 2022. Shareholders will be able to access the live webcast at the start of the AGM until its conclusion.

If you are a non-registered Shareholder, you should contact your banks, brokers, custodians, nominees or HKSCC Nominees Limited through which your shares are held (as the case may be) (collectively the ("**Intermediary**") and instruct the Intermediary to appoint you as proxy or corporate representative to view and listen via live webcast at the annual general meeting and in doing so, you will be asked to provide your email address. Details regarding the live webcast including the login details will be emailed to you by the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited

THE COMPANY WILL NOT ACCEPT ANY PHYSICAL ATTENDANCE BY SHAREHOLDERS.

Questions from shareholders

Shareholders can submit questions for the Board in advance of the annual general meeting via this email address: ir@slkj.cn. Shareholders can also submit questions during the annual general meeting through the live webcast. Questions relevant to the business of the annual general meeting will be addressed by the Board during the annual general meeting.

The Board will address the questions during the annual general meeting proceedings.

9. Subject to the development of COVID-19, the Company may implement further changes to the arrangement of the annual general meeting and precautionary measures and may issue further announcement(s) on such measures as appropriate.
10. If Typhoon Signal No. 8 or above, or "extreme conditions" caused by super typhoons, or a "black" rainstorm warning is in effect any time and remains in force 2 hours before the time of the annual general meeting, the annual general meeting will be adjourned. The Company will post an announcement on the website of the Company at www.slkj.cn and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify shareholders of the Company of the date, time and place of the adjourned annual general meeting.
11. All non-registered shareholders may consult directly with their banks, brokers, custodians, nominees or HKSCC Nominees Limited through which their shares are held (as the case may be) for necessary arrangement to view and listen via live webcast or any adjourned meeting thereof if they wish.