THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Sun.King Power Electronics 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.

Sun.King Power Electronics Group Limited

賽晶電力電子集團有限公司*

(incorporated in the Cayman Islands with limited liability)

(stock code: 580)

PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES AND RE-ELECTION OF RETIRING DIRECTORS AND PROPOSED GRANT OF SHARE OPTIONS TO SUBSTANTIAL SHAREHOLDER AND PROPOSED ADOPTION OF CHINESE NAME AS PART OF THE OFFICIAL NAME AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of Sun.King Power Electronics Group Limited to be held at Meeting Room S226, Level 2, Hong Kong Convention and Exhibition Centre, Wanchai, Hong Kong on Tuesday, 21 June 2011 at 10:00 a.m. is set out on pages 22 to 27 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. 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 share registrar of Sun.King Power Electronics Group Limited, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, 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.

* *For identification purpose only*

11 May 2011

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

"Adoption of Chinese Name"	the proposed changes of official name of the Company (i) from "Sun.King Power Electronics Group Limited" to "Sun.King Power Electronics Group Ltd." and subsequently (ii) from "Sun.King Power Electronics Group Ltd." to "Sun.King Power Electronics Group Limited 賽晶電力電子集團有限公司"
"Annual General Meeting"	the annual general meeting of the Company to be held at Meeting Room S226, Level 2, Hong Kong Convention and Exhibition Centre, Wanchai, Hong Kong on Tuesday, 21 June 2011 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 Law"	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
"Company"	Sun.King Power Electronics Group Limited (賽晶電力電子集團有限公司*), an exempted company incorporated on 19 March 2010 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
"Date of Grant"	27 April 2011, being date of board meeting for proposing the grant of the Share Options to Mr. Xiang Jie and is taken as the date of grant for the purpose of calculating the exercise price in accordance with the Listing Rules
"Director(s)"	the director(s) of the Company
"Exercise Price"	HK$1.83, being the exercise price of the Share Options to be granted to Mr. Xiang Jie
"Group"	the Company and its subsidiaries
"HK$"	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 allot, issue and/or deal with Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the relevant resolution granting the Issue Mandate
"Latest Practicable Date"	5 May 2011, being 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 22 to 27 of this circular
"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 repurchase Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the relevant resolution granting the Repurchase Mandate
"RMB"	Renminbi, the lawful currency of the PRC
"SFO"	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time
"Share(s)"	ordinary share(s) with nominal value of HK$0.1 each in the share capital of the Company
"Share Options"	the share options granted or to be granted under the Share Option Scheme
"Share Option Scheme"	the share option scheme of the Company adopted on 23 September 2010

"Shareholder(s)"	the holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	the Code on Takeovers and Mergers
"United States"	the United States of America
"%"	per cent.

* *For identification purpose only*

Sun.King Power Electronics Group Limited
賽晶電力電子集團有限公司*
(incorporated in the Cayman Islands with limited liability)
(stock code: 580)

Executive Directors:
Mr. Xiang Jie
Mr. Gong Renyuan
Mr. Yue Zhoumin
Mr. Huang Xiangqian

Non-executive Directors:
Mr. Ye Weigang Greg
Mr. Wong Kun Kau

Independent Non-executive Directors:
Mr. Wang Yi
Mr. Li Fengling
Mr. Chen Shimin

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

Headquarters:
Floor 16, No. 1 Building
No. 66 Zhong Guan Cun East Road
Haidian District, Beijing
PRC

Principal place of business in Hong Kong:
8th Floor, Gloucester Tower
The Landmark
15 Queen's Road Central
Hong Kong

11 May 2011

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES
AND
RE-ELECTION OF RETIRING DIRECTORS
AND
PROPOSED GRANT OF SHARE OPTIONS
TO SUBSTANTIAL SHAREHOLDER
AND
PROPOSED ADOPTION OF CHINESE NAME AS PART OF
THE OFFICIAL NAME
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with further information in relation to, inter alia, the following proposals to be put forward at the Annual General Meeting: (i) the grant to the Directors of the Issue Mandate and Repurchase Mandate; (ii) the re-election of the retiring Directors; (iii) the proposed grant of the Share Options to Mr. Xiang Jie; and (iv) the proposed Adoption of Chinese Name.

* *For identification purpose only*

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 Shares, an ordinary resolution numbered 4(a) will be proposed at the Annual General Meeting to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with the additional Shares in the share capital of the Company up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the resolution in relation to the Issue Mandate. As at the Latest Practicable Date, the issued share capital of the Company comprised 1,366,040,000 Shares. Subject to the passing of 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 Annual General Meeting, the Company will be allowed to issue a maximum of 273,208,000 Shares.

In addition, subject to a separate approval of the ordinary resolution numbered 4(c), the number of Shares purchased 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 the ordinary resolution numbered 4(a) provided that such additional amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the resolutions in relation to the Issue Mandate and the Repurchase Mandate. The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the Issue Mandate.

REPURCHASE MANDATE

In addition, 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 powers of the Company to repurchase Shares representing up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the resolution in relation to the Repurchase Mandate.

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

RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 83(3) of the Articles of Association, Mr. Xiang Jie, Mr. Gong Renyuan, Mr. Yue Zhoumin, Mr. Huang Xiangqian, Mr. Ye Weigang Greg, Mr. Wong Kun Kau, Mr. Wang Yi, Mr. Li Fengling and Mr. Chen Shimin will retire and be eligible to offer themselves for re-election as the Directors at the Annual General Meeting.

Details of the above 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.

PROPOSED GRANT OF SHARE OPTIONS TO SUBSTANTIAL SHAREHOLDER

The Board announced that on 27 April 2011 (after trading hours), the Board (excluding Mr. Xiang Jie, Mr. Gong Renyuan, Mr. Yue Zhoumin and Mr. Huang Xiangqian who have abstained from voting) resolved to grant the Share Options to, inter alia, Mr. Xiang Jie to subscribe for up to 13,660,000 Shares pursuant to the Share Option Scheme. Mr. Xiang Jie was interested in 415,628,347 Shares through Max Vision Holdings Limited, representing approximately 30.43% of the entire issued share capital of the Company as at the Latest Practical Date.

Details of the proposed grant of the Share Options to Mr. Xiang Jie are as follows:

Date of Grant:	27 April 2011
Exercise Price:	HK$1.83, which is not less than the highest of (i) the closing price of the Shares of HK$1.72 as quoted on the Stock Exchange on the Date of Grant; (ii) the price of HK$1.822, being the average closing price of the Shares as quoted on the Stock Exchange for the five trading days immediately preceding the Date of Grant; and (iii) HK$0.1, being the nominal value of the Shares
Number of Share which may be issued upon exercise of the Share Options in full:	13,660,000
Closing price of the Shares on the Date of Grant:	HK$1.72
Validity period of the Share Options:	6 years from the Date of Grant
Exercise restrictions:	(a) Mr. Xiang Jie should only exercise the Share Options after 1 year from the Date of Grant (the "**Exercise Commencement Date**") (b) If as a result of the exercise of the Share Options (i) the public float as required under the Listing Rules cannot be maintained; or (ii) Mr. Xiang Jie and/or the parties acting in concert with him will be obliged to make a general offer for all the Shares and other securities of the Company not already owned by him/them under Rule 26 of the Takeovers Code, then the Share Options may only be exercised by Mr. Xiang Jie to the extent allowable under the Listing Rules or the Takeovers Code (as the case may be) the result of which will not violate the public float requirement or trigger any obligation to make a general offer

(c) Subject to paragraph (b) above and the rules of the Share Option Scheme, all grantees of the Share Options (including Mr. Xiang Jie) can exercise up to 25% of the total Share Options granted during each 12-month period from the Exercise Commencement Date up to the date which is 4 years from the Exercise Commencement Date. Share Options exercisable during the preceding 12-month period but not yet exercised (the "**Unexercised Option**") shall not be counted towards the aforesaid 25% limit. All grantees of the Share Options can exercise the Unexercised Option any time from the Exercise Commencement Date up to the date which is 6 years from the Date of Grant.

Performance target: The exercise of 12,310,000 Share Options to be granted to Mr. Xiang Jie is subject to the performance target that the Group shall attain growth of net profit of 30%, 25%, 25% and 25% in 2011, 2012, 2013 and 2014, respectively

As Mr. Xiang Jie is also a substantial shareholder of the Company, the proposed grant of the Share Options to Mr. Xiang Jie was approved by the independent non-executive Directors in accordance with Rule 17.04(1) of the Listing Rules on 27 April 2011.

For illustration purpose only and assuming no new Shares will be issued by the Company and the Company will not repurchase its own Shares pursuant to the mandate to be obtained in the Annual General Meeting, the Share Options to be granted to Mr. Xiang Jie, if exercised in full, would result in Mr. Xiang Jie being allotted 13,660,000 Shares, which represent approximately 1.00% of the issued share capital of the Company as at the Latest Practicable Date and approximately 0.98% of the issued share capital of the Company as enlarged by exercising the Share Options (including those already granted to other grantees as disclosed in the announcement of the Company dated 27 April 2011) in full. Therefore the exercise in full of the Share Options to be granted to Mr. Xiang Jie would not give rise to any obligation to make general offer under the Takeovers Code.

Pursuant to Rule 17.04(1) of the Listing Rules and the Share Option Scheme, as the proposed grant of the Share Options to Mr. Xiang Jie, also being a substantial shareholder of the Company, would result in the Shares issued and to be issued upon exercise of all the Share Options to be granted to Mr. Xiang Jie in the 12-month period up to and including the Date of Grant (i) representing in aggregate over 0.1% of the Shares in issue; and (ii) having an aggregate value, based on the closing price of the Shares at the Date of Grant, in excess of HK$5,000,000, the proposed grant of the Share Options to Mr. Xiang Jie shall be approved by the shareholders of the Company at the Annual General Meeting, at which Mr. Xiang Jie and his associates (as defined under the Listing Rules) and all connected persons (as defined under the Listing Rules) of the Company shall abstain from voting in favour of the resolution approving the grant of the Share Options to Mr. Xiang Jie. However, Mr. Xiang Jie and his associates and all connected persons of the Company may vote against the resolution approving the grant of the Share Options to Mr. Xiang Jie at the Annual General Meeting provided that their intention to do so has been stated in this circular. As at the Latest Practicable Date, the Directors were not aware that any Shareholders had stated their intention to vote against the resolution approving the grant of the Share Options to Mr. Xiang Jie at the Annual General Meeting.

Save as disclosed in the announcement of the Company dated 27 April 2011, the Company had not granted any Share Options prior to and including the Latest Practicable Date.

Major terms of the Share Option Scheme

Set out below are the major terms of the Share Option Scheme relevant to the grant of the Share Options to Mr. Xiang Jie:

(i) Grant of the Share Options

(a) An offer shall be made to Mr. Xiang Jie in writing (and unless so made shall be invalid) in such form as the Directors may from time to time determine, either generally or on a case-by-case basis, specifying the number of the Shares under the Share Options to be granted to Mr. Xiang Jie and the "**Option Period**" (which means, in respect of any particular Share Option to be granted to Mr. Xiang Jie, a period (which may not expire later than 10 years from the offer date of that Share Option) to be determined and notified by the Directors to Mr. Xiang Jie thereof and, in the absence of such determination, from the offer date to the earlier of (i) the date on which such Share Option lapses under the provisions of the Share Option Scheme; and (ii) 10 years from the offer date of that Share Option) in respect of which the offer is made and further requiring Mr. Xiang Jie to undertake to hold the Share Option on the terms on which it is to be granted and to be bound by the provisions of the Share Option Scheme and shall remain open for acceptance by Mr. Xiang Jie (and by no other person) for a period of up to 21 days from the offer date.

(b) An offer shall have been accepted by Mr. Xiang Jie in respect of all the Shares under the Share Options which are offered to Mr. Xiang Jie when the duplicate letter comprising acceptance of the offer duly signed by Mr. Xiang Jie together with a remittance in favour of the Company of HK$1.00 by way of consideration for the grant thereof is received by the Company within such time as may be specified in the offer (which shall not be later than 21 days from the offer date). Such remittance shall in no circumstances be refundable.

(c) Any offer may be accepted by Mr. Xiang Jie in respect of less than the number of the Shares under the Share Option which are offered provided that it is accepted in respect of a board lot for dealings in the Shares on the Stock Exchange or an integral multiple thereof and such number is clearly stated in the duplicate letter comprising acceptance of the offer duly signed by Mr. Xiang Jie and received by the Company together with a remittance in favour of the Company of HK$1.00 by way of consideration for the grant thereof within such time as may be specified in the offer (which shall not be later than 21 days from the offer date). Such remittance shall in no circumstances be refundable.

(ii) Exercise Price

The Exercise Price in respect of any Share Option to be granted to Mr. Xiang Jie shall, subject to any adjustments made pursuant to the provisions in the Share Option Scheme, be at the discretion of the Directors, provided that it shall not be less than the highest of:

(a) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet for trade in one or more board lots of the Shares on the Date of Grant;

(b) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the Date of Grant; and

(c) the nominal value of the Share.

(iii) Exercise of the Share Options

In the event of a resolution being proposed for the voluntary winding-up of the Company during the Option Period, Mr. Xiang Jie may, subject to the provisions of all applicable laws, by notice in writing to the Company at any time not less than two 2 business days before the date on which such resolution is to be considered and/or passed, exercise its Share Options (to the extent not already exercised) either to its full extent or to the extent specified in such notice in accordance with the provisions of the Share Option Scheme and the Company shall allot and issue to Mr. Xiang Jie the Shares in respect of which Mr. Xiang Jie has exercised its option not less than 1 day before the date on which such resolution is to be considered and/or passed whereupon Mr. Xiang Jie shall accordingly be entitled, in respect of the Shares allotted and issued to it in the aforesaid manner, to participate in the distribution of the assets of the Company available in liquidation pari passu with the Shareholders on the day prior to the date of such resolution. Subject thereto, all options then outstanding shall lapse and determine on the commencement of the winding-up.

Reasons for the grant of the Share Options

Mr. Xiang Jie, the chairman and an executive Director of the Company, is the founder of the Group and has been a substantial shareholder of the Company since the listing of the Shares on the Stock Exchange on 13 October 2010.

The Share Options are granted to Mr. Xiang Jie in recognition of his commitment, support and contribution to the growth of the Group and as an incentive for his continuing commitment and support to the Group in future.

In addition, the grant of the Share Options to Mr. Xiang Jie also signifies his confidence in the existing and future development potentials of the Group. With his continuing support and his desire to maintain his majority shareholding interests in the Company, the Board believes the grant of the Share Options to Mr. Xiang Jie will help promote the stability and business continuity of the Group which is crucial and beneficial to the further development of the Group.

Further, the Board is of the view that the grant of the Share Options to Mr. Xiang Jie is an appropriate way to reflect his significant contributions made to the Group as the grant of the Share Options will not impose substantial financial burden on the Group. On the contrary, upon exercise of any of the Share Options, the financial position of the Company will be improved by the addition of further share capital and working capital to the Company.

The grant of the Share Options to Mr. Xiang Jie was approved on 27 April 2011 by the independent non-executive Directors who are of the view that Mr. Xiang Jie is valuable to the Group and should be rewarded for his contributions to the Group.

The Directors (including the independent non-executive Directors) consider that the terms of the Share Options to be granted to Mr. Xiang Jie are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Mandate limit on the Share Option Scheme

According to note 1 to Rule 17.03(3) of the Listing Rules and the Share Option Scheme, the total number of Shares which may be issued upon the exercise of all the Share Options to be granted under the Share Option Scheme must not in aggregate exceed 10% of the Shares in issue as at the date of adoption of the Share Option Scheme. Based on the 1,366,040,000 Shares in issue as at the date of adoption of the Share Option Scheme, the maximum number of Shares which could be issued upon the exercise of the Share Options at the Latest Practicable Date was 136,604,000 Shares.

The Board proposed to grant the Share Options to Mr. Xiang Jie to subscribe for a total of 13,660,000 Shares, which, together with the 21,280,000 Shares which may be issued upon the exercise in full of the Share Option already granted under the Share Option Scheme, will not exceed the limit of 136,604,000 Shares that may be issued by the Company under the Share Option Scheme.

Pursuant to note 2 to Rule 17.03(3) of the Listing Rules and the Share Option Scheme, the total number of Shares which may be issued upon the exercise of all the Share Options granted and yet to be exercised under the Share Option Scheme must not exceed 30% of the Shares in issue from time to time. Assuming that the grant of the Share Options to Mr. Xiang

Jie carrying the rights to subscribe for 13,660,000 Shares is approved, taking into consideration that none of the Share Options carrying the rights to subscribe for 21,280,000 Shares was exercised as at the Latest Practicable Date, the total number of Shares which may be issued upon the exercise of all the Share Options granted under the Share Option Scheme and yet to be exercised will be 34,940,000 Shares, which represent approximately 2.56% of the Shares in issue as at the Latest Practicable Date and will not exceed the overall limit of 30% of the Shares in issue.

ADOPTION OF CHINESE NAME AS PART OF THE OFFICIAL NAME

The Board also announced on 27 April 2011 that it proposed to formally adopt the Chinese name "賽晶電力電子集團有限公司" as part of the official name of the Company by way of changing the official name of the Company from "Sun.King Power Electronics Group Limited" to "Sun.King Power Electronics Group Ltd." and subsequently from "Sun.King Power Electronics Group Ltd." to "Sun.King Power Electronics Group Limited 賽晶電力電子集團有限公司".

The Adoption of Chinese Name is subject to (i) the passing of a special resolution by the Shareholders at the Annual General Meeting; and (ii) the approval by the Registrar of Companies in the Cayman Islands.

Once the special resolution was passed by the Shareholders, the Company will file the necessary documents with the Registrar of Companies in the Cayman Islands. Assuming all the aforesaid conditions are fulfilled, the Adoption of Chinese Name as part of the official name of the Company shall take effect from the date on which the certificate of incorporation on change of name is issued by the Registrar of Companies in the Cayman Islands. Upon the Adoption of Chinese Name becoming effective, the Company will carry out all necessary filing with the Companies Registry in Hong Kong.

The Adoption of Chinese Name will not affect any rights of the holders of securities of the Company or the Company's daily business operation and its financial position. All existing share certificates of the Company in issue will continue to be evidence of title to such Shares after the Adoption of Chinese Name and will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for exchange of existing share certificates for new share certificates as a result of the Adoption of Chinese Name.

The stock short names for trading in the Shares on the Stock Exchange, namely "SUN.KING ELEC" in English and "賽晶電力電子" in Chinese, will remain unchanged.

Further announcement will be made by the Company in relation to the effective date of the Adoption of Chinese Name.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 22 to 27 of this circular is the Notice of Annual General Meeting containing, inter alia, the ordinary resolutions in relation to granting the Directors the Issue Mandate and the Repurchase Mandate, approving the re-election of the retiring Directors and approving the grant of the Share Options to Mr. Xiang Jie, and the special resolution in relation to approving the Adoption of Chinese Name.

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. 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 Company's Hong Kong share registrar, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, 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.

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.

To the extent that the Company is aware having made all reasonable enquiries, as at the Latest Practicable Date:

(a) the Shareholders who were required to abstain from voting at the Annual General Meeting controlled or were entitled to exercise control over the voting right in respect of his/her/its Shares; and

(b) (i) no voting trust or other agreement or arrangement or understanding (other than an outright sale) had been entered into by or binding upon any such Shareholder; and

(ii) there was no obligation or entitlement of any such Shareholder,

whereby he/she/it had or might have temporarily or permanently passed control over the exercise of the voting right in respect of his/her/its Shares to a third party, either generally or on a case-by-case basis.

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 for granting the Directors the Issue Mandate and the Repurchase Mandate, approving the re-election of the retiring Directors, approving the grant of the Share Options to Mr. Xiang Jie and approving the Adoption of Chinese Name 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 (who are not required to abstain from voting) to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
By order of the Board
Sun.King Power Electronics Group Limited
Xiang Jie
Chairman

The following are the particulars of the Directors (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting.

As at the Latest Practicable Date, each of the following Directors, save as disclosed herein, did not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, no Director holds any position with the Company or any other member of the Group, nor has any directorships in other listed companies in the past three years.

In addition, save as disclosed therein, no Director has any relationship with any other Directors, senior management personnel, substantial Shareholders or controlling Shareholders (as defined under the Listing Rules) of the Company.

Save as disclosed herein, there is no other matter relating to the following Directors that needs to be brought to the attention of the Shareholders and there is no other information relating to the following Directors which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

DIRECTORS CANDIDATES:

Executive Directors

Mr. Xiang Jie (項頡先生), aged 37, is an executive Director and the founder, chairman and chief executive officer of the Group. Mr. Xiang is primarily responsible for the overall corporate strategy, planning and business development of the Group. After graduation from the Shanghai Maritime University (上海海事大學) in international shipping management in 1995, he obtained his master degree in business administration from the Maastricht School of Management, the Netherlands in 1999. Mr. Xiang has over 10 years of experience in the power electronic sectors.

Mr. Xiang has entered into a service agreement with the Company for a term of three years commencing from 13 October 2010 (being the date on which the Shares were listed on the Stock Exchange). He is entitled to receive emoluments of RMB400,000 per annum as determined by the Board with reference to the experience, responsibility, workload, time devoted, contribution to the Group, salaries paid by comparable companies and performance of the Group.

As at the latest Practicable Date, Mr. Xiang was deemed to be interested in the 415,628,347 Shares held by Max Vision Holdings Limited under the SFO and interested in 13,660,000 underlying Shares in respect of the Share Options to be granted to him.

Mr. Gong Renyuan (龔任遠先生), aged 40, is an executive Director and the president of the Group. He joined the Group in 2002. He is primarily responsible for overseeing the overall business of the Group, including devising and implementing the business and development strategies and targets. Before joining the Group, he has accumulated over eight years of experience in business operations. In 1993, Mr. Gong completed the programme in business English (外貿英語專科) organised by the Beijing Technology University (北京工業大學). Mr. Gong is the spouse of Ms. Ren Jie, a senior management personnel of the Group.

Mr. Gong has entered into a service agreement with the Company for a term of three years commencing from 13 October 2010 (being the date on which the Shares were listed on the Stock Exchange). He is entitled to receive emoluments of RMB300,000 per annum as determined by the Board with reference to the experience, responsibility, workload, time devoted, contribution to the Group, salaries paid by comparable companies and performance of the Group.

As at the Latest Practicable Date, Mr. Gong was interested in 18,000,000 Shares and 7,930,000 underlying Shares in respect of the Share Options granted to him and his spouse.

Mr. Yue Zhoumin (岳周敏先生), aged 40, is an executive Director and a vice president of the Group. Mr. Yue joined the Group in 2009. He is primarily responsible for the strategic planning and development of the Group. Mr. Yue graduated from the Shanghai Maritime University (上海海事大學) with a bachelor degree in economics in 1994. Mr. Yue has extensive experience in corporate and project management and fund raising in the capital markets. He is highly experienced in strategic management and has worked in the strategy division of China COSCO Holdings Company Limited, a company listed on the Stock Exchange with stock code 1919.

Mr. Yue has entered into a service agreement with the Company for a term of three years commencing from 13 October 2010 (being the date on which the Shares were listed on the Stock Exchange). He is entitled to receive emoluments of RMB240,000 per annum as determined by the Board with reference to the experience, responsibility, workload, time devoted, contribution to the Group, salaries paid by comparable companies and performance of the Group.

As at the Latest Practicable Date, Mr. Yue was interested in 4,000,000 Shares and 420,000 underlying Shares in respect of the Share Options granted to him.

Mr. Huang Xiangqian (黃向前先生), aged 39, is an executive Director and a vice president of the Group. He is also the general manager of the Group's subsidiary, Wuxi Sunking Power Capacitor Co. Ltd.* (無錫賽晶電力電容器有限公司) specialising in the manufacture of power capacitors. He is primarily responsible for the overall operation of this subsidiary as well as overseeing the production and quality of the Group's products. Mr. Huang graduated from the Harbin University of Science and Technology with a bachelor degree in engineering in 1997 and received his internal auditor qualification from the Beijing Zhongdahuayuan Certification Centre in 2004. Mr. Huang has rich experience in the design and production of power capacitors. Before joining the Group in 2008, he worked in the technology department of Nissin Electric Wuxi Co. Ltd. (日新電機(無錫)有限公司) for a number of years and had vast expertise in product standardisation process of power capacitors and with HVDC projects.

Mr. Huang has entered into a service agreement with the Company for a term of three years commencing from 13 October 2010 (being the date on which the Shares were listed on the Stock Exchange). He is entitled to receive emoluments of RMB336,000 per annum as determined by the Board with reference to the experience, responsibility, workload, time devoted, contribution to the Group, salaries paid by comparable companies and performance of the Group.

As at the Latest Practicable Date, Mr. Huang was interested in 6,000,000 Shares and 700,000 underlying Shares in respect of the Share Options granted to him.

Non-executive Directors

Mr. Ye Weigang Greg (葉衛剛先生), aged 42, is a certified public accountant in the United States. He was appointed a non-executive Director in May 2010. Mr. Ye was awarded a bachelor degree in electrical engineering from the Shanghai Jiaotong University (上海交通大學) in 1990, a master degree in accountancy from the Northeast Missouri State University in 1993 and a master degree in business administration from the Harvard Business School in 2001. Mr. Ye has worked for PricewaterhouseCoopers in the United States and was a product marketing group director of Cadence Design Systems, Inc., a leading electronic design automation technology and engineering service company. He is currently a managing partner of NewMargin Ventures. Mr. Ye is also a director of Daqo New Energy Corp., a company listed on the New York Stock Exchange.

Mr. Ye has been appointed for an initial term of three years commencing from 13 October 2010 (being the date on which the Shares were listed on the Stock Exchange). He will not receive any Director's fee from the Company.

Mr. Wong Kun Kau (黃灌球先生), aged 50, was appointed a non-executive Director in May 2010. Mr. Wong obtained his bachelor degree in social science from The University of Hong Kong in 1982. He has more than 25 years of experience in fund management, securities brokering and corporate finance involving securities origination, underwriting and placing of equities and equity-linked products, mergers and acquisitions, corporate restructuring and reorganisations and other general corporate advisory activities. He is currently the managing partner of Bull Capital Partners Ltd., a fund management company specialising in direct investment in the Greater China region. Prior to joining Bull Capital Partners Ltd., Mr. Wong held senior management positions with several multinational financial institutions including BNP Paribas Capital (Asia Pacific) Limited and Peregrine Securities Limited. Mr. Wong is also an independent non-executive director of West China Cement Limited, a company listed on the Stock Exchange with stock code 2233.

Mr. Wong has been appointed for an initial term of three years commencing from 13 October 2010 (being the date on which the Shares were listed on the Stock Exchange). He will not receive any Director's fee from the Company.

Independent non-executive Directors

Mr. Wang Yi (王毅先生), aged 68, joined the Group as an independent non-executive Director in July 2010. Mr. Wang graduated from the Beihang University (北京航空航天大學). He was the president of China Technology and Economy Investment Consulting Co. Ltd. (中技經投資顧問股份有限公司). He was the deputy director (副司長) of the Department of Foreign Economic Cooperation of the Office of the Economic and Trade of the State Council (國務院經濟貿易辦公室對外經濟合作司) and was also a director general (正司級巡視員) of the Department of Investment and Planning of the State Economic and Trade Commission of the PRC (國家經濟貿易委員會投資與規劃司). He is currently a general vice director (常務副主任委員) of the Enterprise Technology Improvement Working Committee of the China Enterprise Confederation (中國企業聯合會企業技術進步工作委員會). Mr. Wang has substantial experience working in the PRC government authorities including experience in policy planning and project approval.

Mr. Wang has been appointed for a term of three years commencing from 1 July 2010. He is entitled to receive a Director's fee of HK$160,000 per annum as determined by the Board with reference to the experience and responsibility with the Company, the remuneration benchmarks in the industry and the prevailing market situation.

Mr. Li Fengling (李鳳玲先生), aged 62, was appointed an independent non-executive Director in July 2010. In 1975, Mr. Li completed the programme in power engineering (電力工程) organised by the Tsinghua University. He subsequently obtained a master degree from the Tsinghua University in power system and automation (電力系統及自動化) in 1986. Mr. Li is currently a member of the Beijing Committee of The People's Political Consultative Conference of China (北京市中國人民政治協商會議委員會), the director (主任) of the management committee of the Xiushi Charity Foundation of the China Social Entrepreneur Foundation (中國友成企業家扶貧基金會修實公益基金管理委員會) and an external director of Beijing Capital Tourism Group Co., Ltd. (北京首都旅遊集團有限責任公司). Mr. Li has profound knowledge in the area of power engineering. Mr. Li was also the chairman of Beijing Energy Investment (Holding) Co., Ltd. (北京能源投資 (集團)有限公司), a company established by the Beijing People's Government and engages in the electricity and energy saving related business in Beijing. Mr. Li held a number of positions with various companies prior to joining the Group. He was previously the president of Beijing International Power Development Investment Corporation (北京國際電力開發投資公司), the director of the management committee of the Beijing Economic and Technological Development Area (北京經濟技術開發區管理委員會) and the general manager of Beijing Economic-Technological Investment & Development Corporation (北京經濟技術投資開發總公司). Mr. Li was also the district mayor (區長) of the Chaoyang District of Beijing and the deputy district mayor (副區長) of the Haidian District of Beijing.

Mr. Li has been appointed for a term of three years commencing from 1 July 2010. He is entitled to receive a Director's fee of HK$160,000 per annum as determined by the Board with reference to the experience and responsibility with the Company, the remuneration benchmarks in the industry and the prevailing market situation.

Mr. Chen Shimin (陳世敏先生), aged 53, was appointed an independent non-executive Director in August 2010. He is a certified management accountant registered in the United States, a member of the Institute of Management Accountants of the United States and the American Accounting Association of the United States. He graduated from the Shanghai University of Finance and Economics (上海財經大學) with a bachelor degree and a master degree in economics in 1983 and 1985, respectively. He then obtained a doctoral degree in philosophy from The University of Georgia in 1992. He has been a professor of accounting at China Europe International Business School (中歐國際工商學院) since August 2008. He is also a guest professor and adjunct tutor to Ph.D. students (博士生合作指導教師) of the department of accounting of the Nanjing University (南京大學) and the school of accounting of the Shanghai University of Finance and Economics. He has extensive education and research experience in domestic and overseas financial accounting and management accounting and gained a lot of teaching experience in numerous well-known universities. Mr. Chen is also an independent non-executive director and a member of the audit committee of China High Speed Transmission Equipment Group Co., Ltd., a company listed on the Stock Exchange with stock code 658; an independent director and a member of the audit committee of Shanghai Oriental Pearl (Group) Co. Ltd. (上海東方明珠 (集團)股份有限公司), a company listed on the Shanghai Stock Exchange; and an independent director and a member of the audit committee of Hangzhou Shunwang Technology Co., Ltd. (杭州順網科技股份有限公司), a company listed on the Shenzhen Stock Exchange.

Mr. Chen has been appointed for a term of three years commencing from 19 August 2010. He is entitled to receive a Director's fee of HK$160,000 per annum as determined by the Board with reference to the experience and responsibility with the Company, the remuneration benchmarks in the industry and the prevailing market situation.

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

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,366,040,000 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 Company will be allowed to repurchase a maximum of 136,604,000 Shares which represent 10% of the issued share capital of the Company during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the date on which the next annual general meeting of the Company is required to be held by law or the Articles of Association; or (iii) the date on which such authority is revoked or varied by a 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 Company to repurchase its 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 Shares will be financed out of funds legally available for the purpose and in accordance with the Articles of Association, the Listing Rules and the Companies Law. The Companies Law provides that the amount of capital repaid in connection with a share repurchase may be paid out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purposes of the repurchase or out of capital subject to and in accordance with the Companies Law. 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 Company's Shares are repurchased in the manner provided for in the Companies Law.

The Directors have no present intention to repurchase any Shares 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 was to be exercised in full at the current prevailing market value, there may be adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited consolidated financial statements of the Company as at 31 December 2010, being 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.

To the best of their knowledge having made all reasonable enquiries, none of the Directors or any of their associates (as defined under the Listing Rules) currently intends to sell any Shares to the Company or its subsidiaries, if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

No connected person (as defined under the Listing Rules) has notified the Company that he/she/it has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the proposed 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 group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Saved as aforesaid, 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 and his spouse, Ms. Meng Fankun, were deemed to be interested in the 415,628,347 Shares held by Max Vision Holdings Limited under the SFO (excluding the 13,660,000 underlying Shares in respect of the Share Options to be granted to Mr. Xiang Jie), representing approximately 30.43% of the existing issued share capital of the Company. In the event that the Directors should exercise in full the Repurchase Mandate, the aggregate interests of Max Vision Holdings Limited, Mr. Xiang Jie and Ms. Meng Fankun in the Company will be increased to approximately 33.81% of the issued share capital of the Company and such increase would give rise to an obligation to make a mandatory general offer under the Takeovers Code. The Directors have no present intention to repurchase the Shares to the extent that it will trigger the obligations 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 purchases by the Company of its Shares.

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

SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares (whether on the Stock Exchange or otherwise) had been made by the Company in the last six months prior to the Latest Practicable Date.

SHARE PRICES

Since the Company was listed on the Stock Exchange on 13 October 2010, the highest and lowest prices at which the Shares were traded on the Stock Exchange for the period from 13 October 2010 (being the date on which the Shares were listed on the Stock Exchange) to the Latest Practicable Date were as follows:

Month	**Highest prices**	**Lowest prices**
	HK$	*HK$*
2010		
October	2.95	2.27
November	2.79	2.28
December	2.67	2.10
2011		
January	2.42	1.93
February	2.09	1.72
March	1.77	1.54
April	1.95	1.58
May (up to the Latest Practicable Date)	1.64	1.58

Source: the Stock Exchange

Sun.King Power Electronics Group Limited
賽晶電力電子集團有限公司*

(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 Power Electronics Group Limited (the "**Company**") will be held at Meeting Room S226, Level 2, Hong Kong Convention and Exhibition Centre, Wanchai, Hong Kong on Tuesday, 21 June 2011 at 10:00 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2010.

2. (a) To re-elect the following retiring directors of the Company:

   (i) Mr. Xiang Jie

   (ii) Mr. Gong Renyuan

   (iii) Mr. Yue Zhoumin

   (iv) Mr. Huang Xiangqian

   (v) Mr. Ye Weigang Greg

   (vi) Mr. Wong Kun Kau

   (vii) Mr. Wang Yi

   (viii) Mr. Li Fengling

   (ix) Mr. Chen Shimin

   (b) To authorise the board of directors of the Company to fix the remuneration of the directors.

* *For identification purpose only*

3. To re-appoint Deloitte Touche Tohmatsu as auditors of the Company and authorise the board of directors of the Company to fix their remuneration.

4. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

   (a) "**THAT:**

      (i) subject to paragraph (iii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company 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 shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;

      (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company 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 nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the directors of the Company during the Relevant Period pursuant to paragraph (i) above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined); or (2) the grant or exercise of any option under the 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 shares or rights to acquire shares of the Company; or (3) any scrip dividend or similar arrangements providing for the allotment 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 in force from time to time; or (4) any issue of shares in the Company 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 shares of the Company, shall not exceed the aggregate of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution and the approval shall be limited accordingly;

(iv) for the purpose of this resolution:

(a) "**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

(1) the conclusion of the next annual general meeting of the Company;

(2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; and

(3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

(b) "**Rights Issue**" means an offer of shares in the capital of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the directors of the Company to holders of 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 shares of the Company (subject to such exclusion or other arrangements as the directors of the Company 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, 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 paragraph (ii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the 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 recognised for this purpose by the Securities and Futures Commission and the Stock Exchange under the Code on Share Repurchases 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;

(ii) the aggregate nominal amount of the shares of the Company, which may be repurchased pursuant to the approval in paragraph (i) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution, and the said approval shall be limited accordingly;

(iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the directors of the Company 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 the passing of this resolution until whichever is the earliest of:

a. the conclusion of the next annual general meeting of the Company;

b. the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; and

c. the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting."

(c) "**THAT** conditional upon the resolutions numbered 4(a) and 4(b) set out in this notice being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the ordinary resolution numbered 4(a) set out in this notice be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted by the directors of the Company pursuant to such general mandate an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 4(b) set out in this notice, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of the resolutions."

5. To consider and, if thought fit, pass the following resolution as ordinary resolution:

   "**THAT** the grant of the share options to Mr. Xiang Jie to subscribe for 13,660,000 Shares at an exercise price of HK$1.83 per share of the Company under the share option scheme (the "**Share Option Scheme**") of the Company adopted on 23 September 2010 on such terms as stipulated in the offer letter to Mr. Xiang Jie issued pursuant to the Share Option Scheme be and is hereby approved."

6. To consider and, if thought fit, pass the following resolution as special resolution:

   "**THAT** the official name of the Company be changed (i) from "Sun.King Power Electronics Group Limited" to "Sun.King Power Electronics Group Ltd." and subsequently (ii) from "Sun.King Power Electronics Group Ltd." to "Sun.King Power Electronics Group Limited 賽晶電力電子集團有限公司"."

By order of the Board of Directors
Sun.King Power Electronics Group Limited
Xiang Jie
Chairman

Hong Kong, 11 May 2011

Registered office:	Headquarters:	Principal place of business in Hong Kong:
Cricket Square	Floor 16, No. 1 Building	8th Floor
Hutchins Drive	No. 66 Zhong Guan Cun	Gloucester Tower
P.O. Box 2681	East Road	The Landmark
Grand Cayman	Haidian District, Beijing	15 Queen's Road Central
KY1-1111	PRC	Hong Kong
Cayman Islands		

Notes:

1. *Any shareholder of the Company 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 of the Company.*

2. *Where there are joint holders of any share of the Company 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 (if required by the board of directors of the Company) 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 the Company's Hong Kong share registrar, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or adjournment thereof at which the person named in the form of proxy proposes to vote.*

4. *The form of proxy for use at the Annual General Meeting is enclosed herewith.*

As at the date of this notice, the executive directors of the Company are Mr. Xiang Jie, Mr. Gong Renyuan, Mr. Yue Zhoumin and Mr. Huang Xiangqian; the non-executive directors of the Company are Mr. Ye Weigang Greg and Mr. Wong Kun Kau; and the independent non-executive directors of the Company are Mr. Wang Yi, Mr. Li Fengling and Mr. Chen Shimin.