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

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

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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)

PROPOSED
DECLARATION OF FINAL DIVIDEND,
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of Sun.King Power Electronics Group Limited to be held at Conference Room of Head Office, Building 25, No.99 Kechuang 14th Street, Beijing Economic-Technological Development Area on Tuesday, 27 May 2014 at 10:00 a.m. is set out on pages 12 to 16 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 branch share registrar of Sun.King Power Electronics Group Limited, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, 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 of Sun.King Power Electronics Group Limited 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.

DEFINITIONS

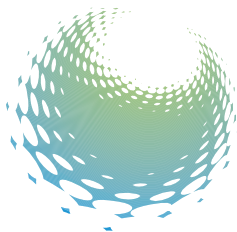
In this circular, unless the context otherwise requires, the following expressions shall have the followings meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held at Conference Room of Head Office, Building 25, No.99 Kechuang 14 th Street, Beijing Economic-Technological Development Area on Tuesday, 27 May 2014 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 (2013 Revision) 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
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to 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 such general mandate
“Latest Practicable Date”	2 April 2014, 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 12 to 16 of this circular

DEFINITIONS

“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 such general mandate
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of nominal value of HK\$0.1 each in the share capital of the Company
“Share Option(s)”	the share option(s) granted or to be granted under the share option scheme adopted by the Company 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 Codes on Takeovers and Mergers and Share Buy-backs
“%”	per cent.

LETTER FROM THE BOARD



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

Corporate headquarters:

25 Building
No.99 Kechuang 14th Street
Beijing Economic-Technological
Development Area
Daxing District
Beijing, the PRC

*Principal place of business
in Hong Kong:*

8th Floor, Gloucester Tower
The Landmark
15 Queen's Road Central
Hong Kong

7 April 2014

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

The purpose of this circular is to give you further information in relation to, inter alia, the following proposals to be put forward at the Annual General Meeting: (a) the proposed declaration of final dividend; (b) the grant to the Directors of the Issue Mandate and Repurchase Mandate; and (c) the re-election of the retiring Directors.

LETTER FROM THE BOARD

PROPOSED DECLARATION OF FINAL DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS

The Board has recommended the payment of a final dividend of HK\$0.01 per Share for the year ended 31 December 2013. Conditional upon the passing of ordinary resolution numbered 2 by the Shareholders at the Annual General Meeting, the register of members of the Company will be closed from Friday, 6 June 2014 to Tuesday, 10 June 2014, both dates inclusive, during which period no transfer of Shares will be registered and the final dividend is expected to be paid on or around Thursday, 19 June 2014 to the Shareholders whose names appear on the register of members of the Company at the close of business at 4:30 p.m. on Tuesday, 10 June 2014.

In order to establish the identity of the Shareholders who are entitled to the proposed final dividend, 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 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Thursday, 5 June 2014.

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 5(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 1,362,928,000 Shares. Subject to the passing of ordinary resolution numbered 5(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 272,585,600 Shares.

In addition, subject to a separate approval of the ordinary resolution numbered 5(c), the number of Shares purchased by the Company under ordinary resolution numbered 5(b) will also be added to extend the 20% limit of the Issue Mandate as mentioned in the ordinary resolution numbered 5(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

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.

LETTER FROM THE BOARD

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. The explanatory statement contains all reasonably necessary information to enable the Shareholders to make an informed decision as to whether to vote for or against the relevant resolution at the Annual General Meeting.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 84(1) of the Articles of Association, Mr. Yue Zhoumin, Mr. Wong Kun Kau and Mr. Chen Shimin will retire by rotation 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.

NOTICE OF ANNUAL GENERAL MEETING

Set out from pages 12 to 16 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 and approving the re-election of the retiring Directors.

FORM OF PROXY

A form of proxy for use at the Annual General Meeting is enclosed herewith. Such form of proxy is also published on the website of the Stock Exchange at www.hkexnews.hk. 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 branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, 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.

LETTER FROM THE BOARD

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 approving the proposed declaration of final dividend, granting the Directors the Issue Mandate and the Repurchase Mandate and approving the re-election of the retiring Directors are in the interests of the Company and the Shareholders as a whole. The Directors (including the independent non-executive Directors) therefore recommend the Shareholders to vote in favour of the relevant 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

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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 other position with the Company or any other members of the Group, nor has any directorships in other listed companies in the past three years.

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

Save as disclosed herein, there is no other matter relating to the following Directors which 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:

Mr. Yue Zhoumin, aged 43, 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 project management and fund raising in the capital market. 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 (stock code: 1919).

As at the Latest Practicable Date, Mr. Yue had interest of 4,000,000 Shares and 2,020,000 Share Options.

Mr. Yue has entered into a service contract with the Company (which was supplemented by a supplemental agreement dated 1 June 2012) for a term of three years commencing on the listing of the Company's shares on the Stock Exchange, i.e. 13 October 2010 and subject to retirement by rotation and reelection at annual general meeting of the Company in accordance with the Articles of Association. He was retired and re-appointed as an executive Director at the first general meeting of the Company held in June 2011. Mr. Yue is entitled to receive an annual remuneration of RMB240,000 and annual allowance of HK\$100,000. The amount of emoluments is determined by the Board with reference to his experience, duties, responsibilities and the Company's policy.

Mr. Wong Kun Kau, aged 53, was appointed as the non-executive Director in May 2010. Mr. Wong obtained his bachelor degree in social science from the University of Hong Kong in 1982. Mr. Wong has more than 25 years of experience in fund management, securities brokering and corporate finance and has been involving in securities origination, underwriting and placing of equities and equity-linked products, mergers and acquisitions, corporate restructuring and reorganisations and other general corporate advisory activities. Mr. Wong is currently the managing partner of Bull Capital Partners Ltd., a fund management

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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 (stock code: 2233), Lifestyle Properties Development Limited, a company listed on the Stock Exchange (stock code: 2183) and Auhui Conch Cement Company Limited, a company listed on the Stock Exchange (stock code: 0914) and the Shanghai Stock Exchange (stock code: 600585).

Pursuant to a letter of appointment between Mr. Wong and the Company dated 11 October 2013, his term of appointment commences from 13 October 2013 and ends on the date of the Annual General Meeting. He was retired and re-appointed as a non-executive Director at the first general meeting of the Company held on 21 June 2011. Other than an annual allowance of HK\$100,000, Mr. Wong is not entitled to any remuneration pursuant to his appointment agreement. The amount of emoluments is determined by the Board with reference to his experience, duties, responsibilities and the Company's policy.

Mr. Chen Shimin, aged 55, was appointed as an independent non-executive Director of the Company in August 2010. Mr. Chen 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. Mr. Chen 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. Mr. Chen then obtained a doctoral degree in philosophy from the University of Georgia in 1992. Mr. Chen is now a professor of accounting, a director of the master of business administration degree program and a deputy registra at China Europe International Business School (中歐國際工商學院), a guest professor and adjunct tutor to Ph.D. students (博士生合作指導教師) at the faculty of accounting of the Shanghai University of Finance and Economics. Mr. Chen has extensive education and research experience in domestic and overseas financial accounting and management accounting and teaching experience in numerous well-known universities. Mr. Chen is also an independent non-executive director of China High Speed Transmission Equipment Group Co., Ltd., (中國高速傳動設備集團有限公司) a company listed on the Stock Exchange (stock code: 658); 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 (stock code: 600832); Huafa Industrial Co., LTD. Zhuhai (珠海華發實業股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600325); Zhejiang Wolwo Bio-Pharmaceutical Co., Ltd (浙江我武生物科技股份有限公司) a company listed on the Shenzhen Stock Exchange (stock code: 300357); 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 (stock code: 300113); and an external supervisor of Shanghai Pudong Development Bank Co., Ltd. (上海浦東發展銀行股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600000).

Pursuant to a letter of appointment between Mr. Chen and the Company dated 16 August 2013, his term of appointment commences from 19 August 2013 and ends on the date of the Annual General Meeting. He was retired and re-appointed as an independent non-executive Director at the first general meeting of the Company held on June 2011. Mr. Chen is entitled to receive an annual remuneration of HK\$160,000 pursuant to the said letter of appointment. The amount of emoluments is determined by the Board with reference to his experience, duties, responsibilities and the Company's policy.

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

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,362,928,000 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 136,292,800 Shares which represent 10% of the issued share capital of the Company during the period ending on the earlier of (a) the conclusion of the next annual general meeting of the Company; or (b) 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 (c) 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 purpose 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 is 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 2013, 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 and having made all reasonable enquiries, none of the Directors or any of their associates (as defined in 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 in 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 buy-back 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 had interests in 421,182,347 Shares (including personal interests of 4,854,000 Shares and deemed interests of 416,328,347 Shares) which carry voting rights, representing an approximate total of 30.90% of the existing issued share capital of the Company. The 416,328,347 Shares were held by Max Vision Holdings Limited, which is an investment holding company wholly owned by Jiekun Limited, which is in turn wholly-owned by BNP Paribas Corporate Services Pte Ltd. The entire issued share capital of Jiekun Limited is held by BNP Paribas Corporate Services Pte Ltd in trust for BNP Paribas Singapore Trust Corporation Limited as trustees of a private trust of which Mr. Xiang Jie is the settlor and BNP Paribas Singapore Trust Corporation Limited is the trustee. Ms. Meng Fankun, who is the spouse of Mr. Xiang and one of the beneficiary of the said private trust was also deemed under the SFO to be interested in the total 421,182,347 Shares. In the event that the Directors should exercise in full the Repurchase Mandate, Mr. Xiang's interests in the Company will be increased to approximately 34.34% 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 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 purchase 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

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

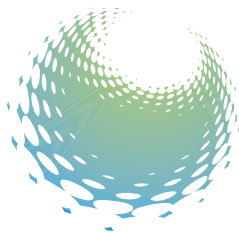
SHARE PRICES

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

Month	Highest prices HK\$	Lowest prices HK\$
2013		
April	0.55	0.46
May	0.82	0.51
June	0.88	0.60
July	0.86	0.68
August	0.86	0.74
September	0.79	0.65
October	0.77	0.63
November	0.85	0.68
December	1.03	0.81
2014		
January	0.97	0.81
February	1.05	0.83
March	0.94	0.68
April (up to the Latest Practicable Date)	0.71	0.64

Source: The Stock Exchange

NOTICE OF ANNUAL GENERAL MEETING



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 Conference Room of Head Office, Building 25, No.99 Kechuang 14th Street, Beijing Economic-Technological Development Area on Tuesday, 27 May 2014 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 2013.
2. To declare a final dividend of HK\$0.01 per share for the year ended 31 December 2013.
3. (a) To re-elect the following retiring directors of the Company:
 - (i) Mr. Yue Zhoumin;
 - (ii) Mr. Wong Kun Kau;
 - (iii) Mr. Chen Shimin.
- (b) To authorise the board of directors of the Company to fix the remuneration of the directors.
4. To re-appoint Ernst & Young as the auditors of the Company, and authorise the board of directors of the Company to fix their remuneration.
5. 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

NOTICE OF ANNUAL GENERAL MEETING

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

NOTICE OF ANNUAL GENERAL MEETING

(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 Codes on Takeovers and Mergers and Share Buy-backs and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;
- (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;

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- 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 5(a) and 5(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 5(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 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 5(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.”

By order of the board of directors
Sun.King Power Electronics Group Limited
Xiang Jie
Chairman

Hong Kong, 7 April 2014

Registered office:

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

Corporate headquarters:

25 Building
No.99 Kechuang 14th Street
Beijing Economic-Technological
Development Area
Daxing District
Beijing, the PRC

Principal place of business

in Hong Kong:
8th Floor, Gloucester Tower
The Landmark
15 Queen’s Road Central
Hong Kong

Notes:

- (i) 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.
- (ii) 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 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.

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- (iii) 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 Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding the Annual General Meeting or adjournment thereof at which the person named in the form of proxy proposes to vote.
- (iv) The register of members of the Company will be closed from Friday, 23 May 2014 to Tuesday, 27 May 2014, both dates inclusive, during which period no transfer of shares will be registered. In order to establish 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 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:30 p.m. on Thursday, 22 May 2014.
- (v) The form of proxy for the use at the Annual General Meeting is enclosed herewith.
- (vi) The board of directors of the Company has recommended the payment of a final dividend of HK\$0.01 per Share for the year ended 31 December 2013. Conditional upon the passing of ordinary resolution numbered 2 by the shareholders at the Annual General Meeting, the register of members of the Company will be closed from Friday, 6 June 2014 to Tuesday, 10 June 2014, both dates inclusive, during which period no transfer of Shares will be registered and the final dividend is expected to be paid on or around Thursday, 19 June 2014 to the shareholders whose names appear on the register of members of the Company at the close of business at 4:30 p.m. on Tuesday, 10 June 2014. In order to establish the identity of the shareholders who are entitled to the proposed final dividend, 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 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Thursday, 5 June 2014.

As at the date of this announcement, 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; the independent non-executive directors of the Company are Mr. Wang Yi, Mr. Li Fengling and Mr. Chen Shimin.