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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

**If you have sold or transferred** all your shares in Coslight Technology International Group Limited, you should at once hand this circular with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission.

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**COSLIGHT TECHNOLOGY INTERNATIONAL GROUP LIMITED**  
**光宇國際集團科技有限公司\***  
*(Incorporated in Bermuda with limited liability)*  
**(Stock Code: 1043)**

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,  
GENERAL MANDATES TO ISSUE AND REPURCHASE SECURITIES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening an annual general meeting of Coslight Technology International Group Limited to be held at Rooms 2501-2502, COSCO Tower, 181-183 Queen's Road Central Hong Kong on Thursday, 3 June 2010 at 10:00 a.m. is set out on pages 13 to 16 of this circular. If you are not able to attend the annual general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders of the Company from attending and voting in person at the annual general meeting or any adjourned meeting if they so wish.

29 April 2010

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## DEFINITIONS

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

“Annual General Meeting/AGM”	the annual general meeting of the Company to be held at Rooms 2501-2502, COSCO Tower, 181-183 Queen’s Road Central Hong Kong on Thursday, 3 June 2010 at 10:00 a.m.
“Bye-laws”	the bye-laws of the Company
“Board”	the board of Directors
“Company”	Coslight Technology International Group Limited (光宇國際集團科技有限公司*), a company incorporated in Bermuda with limited liability and registered in Hong Kong under Part XI of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), the securities 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
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to allot, issue and deal with new Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the ordinary resolution in relation thereof
“Latest Practicable Date”	22 April 2010, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Code”	the Code on Share Repurchases of Hong Kong

\* For identification purpose only

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## DEFINITIONS

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“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to repurchase the fully paid-up Shares up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the ordinary resolution in relation thereof
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers of Hong Kong
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

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## LETTER FROM THE BOARD

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### COSLIGHT TECHNOLOGY INTERNATIONAL GROUP LIMITED

光宇國際集團科技有限公司\*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1043)**

*Executive Directors:*

Mr. SONG Dian Quan

Ms. LUO Ming Hua

Mr. LI Ke Xue

Mr. XING Kai

Mr. LIU Xing Quan

Mr. ZHANG Li Ming

*Registered office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Head office and principal place  
of business:*

Rooms 2501-2502,

COSCO Tower,

181-183 Queen's Road Central,

Hong Kong

*Independent Non-Executive Directors:*

Mr. LI Zeng Lin

Dr. JIANG Zhao Hua

Mr. XIAO Jian Min

29 April 2010

*To the Shareholders,*

Dear Sir or Madam,

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,  
GENERAL MANDATES TO ISSUE AND REPURCHASE SECURITIES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

#### **INTRODUCTION**

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM relating to (i) the re-election of Directors and (ii) the approval to the grant of the Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate to the Directors by the addition of the number of Shares repurchased pursuant to the Repurchase Mandate.

\* For identification purpose only

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## LETTER FROM THE BOARD

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### RE-ELECTION OF DIRECTORS

The Board currently consists of nine Directors, namely Mr. Song Dian Quan, Ms. Luo Ming Hua, Mr. Li Ke Xue, Mr. Xing Kai, Mr. Liu Xing Quan, Mr. Zhang Li Ming, Mr. Li Zeng Lin, Dr. Jiang Zhao Hua and Mr. Xiao Jian Min.

In accordance with the bye-law 87(1) of the Bye-laws, Mr. Li Ke Xue, Mr. Zhang Li Ming and Mr. Liu Xing Quan shall retire at the AGM. All these retiring Directors are eligible for re-election and will offer themselves for re-election at the AGM.

Bye-law 88 of the Bye-laws provides that no person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a notice signed by a Shareholder (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Company's registered office provided that the minimum length of the period, during which such notice(s) are given, shall be at least seven days and that the period for lodgement of such notice(s) shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting.

Brief biographical details of the retiring Directors are set out in Appendix I to this circular. If a valid notice from a Shareholder to propose a person to stand for election as a Director at the AGM is received after the printing of this circular, the Company will issue a supplementary circular to inform Shareholders of the details of the additional candidate proposed.

### GENERAL MANDATES TO ISSUE AND REPURCHASE SECURITIES

At the last annual general meeting of the Company held on 4 June 2009, an ordinary resolution was passed granting general mandates authorising the Directors (i) to allot, issue or otherwise deal with securities 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 of the relevant resolution ("Existing Issue Mandate"), and (ii) to repurchase up to 10% of the issued share capital as at that date ("Existing Repurchase Mandate").

The Existing Issue Mandate and the Existing Repurchase Mandate will lapse upon the conclusion of the AGM.

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## LETTER FROM THE BOARD

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A new general mandate to allot, issue or otherwise deal with securities of the Company up to 20% and to repurchase securities of the Company up to 10% respectively of the aggregate nominal amount of the issued share capital of the Company as at the date of the resolutions as set out in Resolutions nos. 5A and 5B respectively of the AGM notice will be proposed at the AGM. Resolution authorising the extension of the Issue Mandate to the Directors to issue securities to include the aggregate nominal amount of such securities (if any) repurchased under the Repurchase Mandate is to be proposed as set out in Resolution no. 5C of the AGM notice at the AGM.

The Company had in issue an aggregate of 374,180,000 Shares as at the Latest Practicable Date. Subject to the passing of the proposed resolution for the approval of the granting of the Issue Mandate and in accordance with the terms therein, the Company would be allowed to allot and issue up to a maximum of 74,836,000 Shares, representing 20% of the aggregate nominal amount of the issued Shares at the time of the passing of the resolution approving the granting of the Issue Mandate on the basis that no further Shares will be issued or repurchased by the Company prior to the AGM. With reference to the proposed new general mandates, the Directors, as at the Latest Practicable Date, wished to state that they had no immediate plan to issue or repurchase any securities pursuant to the relevant mandates.

An explanatory statement containing the particulars required by the Listing Rules to enable the Shareholders to make an informed view on whether to vote for or against Resolutions to be proposed at the AGM in relation to the proposed general mandates to repurchase securities of the Company are set out in the Appendix II to this circular.

### **ANNUAL GENERAL MEETING**

The notice convening the AGM is set out on pages 13 to 16 of this circular. Resolutions in respect of the general mandates to issue and repurchase securities will be proposed at the AGM.

A form of proxy for the AGM is enclosed with this circular. If you are not able to attend, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof should you so desire.

Pursuant to Rule 13.39(4) of the Listing Rules, any votes of Shareholders at a general meeting must be taken by poll. Therefore, all resolutions proposed at the AGM shall be voted by poll.

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## LETTER FROM THE BOARD

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### RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other material facts not contained in this circular, the omission of which would make any statement in this circular misleading.

### RECOMMENDATION

The Directors consider that the re-election of Directors, the granting of the Issue Mandate and the Repurchase Mandate and the extension of the Issue Mandate to the Directors by the addition of the number of Shares repurchased pursuant to the Repurchase Mandate are in the best interests of the Company, and accordingly, recommend all Shareholders to vote in favour of the resolutions to be proposed at the AGM.

### GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular. The English text of this circular shall prevail over the Chinese text.

Yours faithfully,  
For and on behalf of the Board  
**Coslight Technology International Group Limited**  
**Song Dian Quan**  
*Chairman*



*Set out below are brief biographical details of the retiring Directors who shall be eligible for re-election at the AGM:*

**Mr. LI Ke Xue**, aged 62, is an executive Director, co-founder of the Group and the deputy general manager of the Company. Mr Li is responsible for general administration of the Group and has over 25 years of administrative and operational experience in the battery field in the PRC. He graduated from Central Communist Party College in 1988 specializing in management. Save as disclosed above, Mr. Li did not hold any other directorships in listed public companies during the past three years nor did he hold any other positions with the Company or its subsidiaries.

As at the Latest Practicable Date, Mr. Li was interested in 668,793 Shares, representing approximately 0.18% of the issued share capital of the Company. Save as disclosed, Mr. Li did not have any other interest in the securities of the Company within the meaning of Part XV of the SFO nor any relationship with any other Director, senior management, substantial shareholder or controlling shareholder of the Company. The term of Mr. Li's appointment is subject to retirement and re-election at the annual general meetings of the Company in accordance with the Bye-laws. Mr. Li has entered into a service agreement with the Company. His emoluments as a Director for the year ended 31 December 2009 was RMB178,800. His future annual emoluments will be on similar scale and will be determined by the Board with reference to his duties and responsibilities with the Company and is subject to approval by the Shareholders. The Company is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company or any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h)-(v) of the Listing Rules.

**Mr. ZHANG Li Ming**, aged 54, is an executive Director and is responsible for the international trading activities of the Group. He has more than 32 years of entrepreneurial experience in product development, production and corporate management in the PRC. Prior to joining the Group in November 1997, Mr. Zhang worked as manager of the Chinese party in a Sino-foreign joint venture for battery production. He graduated from Huazhong Polytechnic University in 1980 with a bachelor degree in mechanics. Save as disclosed above, Mr. Zhang did not hold any other directorships in listed public companies during the past three years nor did he hold any other positions with the Company or its subsidiaries.

As at the Latest Practicable Date, Mr. Zhang did not have any interest in the securities of the Company within the meaning of Part XV of the SFO nor any relationship with any other Director, senior management, substantial shareholder or controlling shareholder of the Company. The term of Mr. Zhang's appointment is subject to retirement and re-election at the annual general meetings of the Company in accordance with the Bye-laws. Mr. Zhang has entered into a service agreement with the Company. His emoluments as a Director for the year ended 31 December 2009 was RMB27,000. His future annual emoluments will be on similar scale and will be determined by the Board with reference to his duties and responsibilities with the Company and is subject to approval by the Shareholders.

The Company is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company or any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h)-(v) of the Listing Rules.

**Mr. LIU Xing Quan**, aged 77, is the chief engineer of the Company and is responsible for the product design, research and development and marketing of the Group. Mr. Liu has over 45 years' experience in the research and development of electronics technology of rechargeable batteries, and extensive managerial and operational experience in the battery industry in the PRC. He graduated from Qiqihar Institute of Light Industry in 1956. He joined the Group in May 1994. Save as disclosed above, Mr. Liu did not hold any other directorships in listed public companies during the past three years nor did he hold any other positions with the Company or its subsidiaries.

As at the Latest Practicable Date, Mr. Liu was interested in 118,793 Shares, representing approximately 0.03% of the issued share capital of the Company. Save as disclosed, Mr. Liu did not have any other interest in the securities of the Company within the meaning of Part XV of the SFO nor any relationship with any other Director, senior management, substantial shareholder or controlling shareholder of the Company. The term of Mr. Liu's appointment is subject to retirement and re-election at the annual general meetings of the Company in accordance with the Bye-laws. Mr. Liu has entered into a service agreement with the Company. His emoluments as a Director for the year ended 31 December 2009 was RMB96,000. His future annual emoluments will be on similar scale and will be determined by the Board with reference to his duties and responsibilities with the Company and is subject to approval by the Shareholders. The Company is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company or any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h)-(v) of the Listing Rules.

*This Appendix contains the particulars that are required by the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed view on whether to vote for or against the resolutions to be proposed at the AGM in relation to the proposed repurchase mandates.*

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company was HK\$37,418,000 divided into 374,180,000 Shares. As at the Latest Practicable Date, there were no outstanding share options granted under the Company's share option scheme.

Subject to the passing of the resolution granting the proposed Repurchase Mandate and on the basis that no further Shares are issued (whether generally or pursuant to the exercise of outstanding option, if any) or repurchased before the AGM, the Company will be allowed to repurchase up to 37,418,000 Shares (subject to the passing of the ordinary resolution no. 5B) during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by any applicable law of Bermuda (or the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting).

## **2. REASONS FOR THE REPURCHASE**

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

**3. FUNDING OF REPURCHASE**

Repurchases made pursuant to the proposed Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Bye-laws and the applicable laws of Bermuda. Such funds include, but are not limited to, retained profits available for distribution.

The Directors have no present intention to repurchase any securities of the Company pursuant to the proposed Repurchase Mandate 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 in circumstances where they consider that the securities of the Company can be repurchased on terms favourable to the Company. On the basis of the consolidated financial position of the Company as at 31 December 2009, being the date to which the latest published audited accounts of the Company were made up, the Directors consider that if the general mandate to repurchase securities of the Company were to be exercised in full at the current prevailing market value, it could have a material adverse impact on the working capital position and gearing position of the Company.

The Directors do not propose to exercise the proposed Repurchase Mandate to repurchase its securities to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company as compared with the position disclosed in the latest published audited financial statements.

**4. INTENTION OF DEALINGS**

None of the Directors, to the best of their knowledge and having made all reasonable enquiries, or any of their associates currently intend to sell any securities of the Company to the Company in the event the proposed Repurchase Mandate is approved by the Shareholders.

No connected persons of the Company, as defined in the Listing Rules, has notified the Company that he has a present intention to sell any securities of the Company to the Company, or has undertaken not to do so in the event that the Company is authorised to make purchases of the securities of the Company.

**5. SHARE PRICE**

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the last twelve months up to the Latest Practicable Date:

<b>Month</b>	<b>Shares</b>	
	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2009</b>		
May	4.37	3.53
June	6.28	4.37
July	7.05	4.68
August	7.60	6.18
September	9.59	6.64
October	18.98	9.00
November	14.86	11.68
December	14.10	11.00
<b>2010</b>		
January	13.18	9.91
February	11.16	8.50
March	12.00	9.66
1 April to the Latest Practicable Date	13.78	11.50

**6. SECURITIES REPURCHASED**

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

**7. UNDERTAKING OF DIRECTORS**

The Directors have undertaken to the Stock Exchange that they will exercise the proposed Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

## 8. EFFECTS OF THE TAKEOVERS CODE

If as a result of a repurchase of securities of the Company, 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 and Rule 6 of the Repurchase Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and may become obliged to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date and insofar as the Directors were aware of, the following Shareholder had interests in the issued share capital of the Company:

<b>Name of Shareholder</b>	<b>Number of Interests held</b> <i>(See Note)</i>	<b>Approximate Percentage of Interests</b> <i>(%)</i>
Mr. Song Dian Quan	260,323,300	69.57

*Note:* The interests stated above represent long position.

If the proposed Repurchase Mandate is exercised in full, the shareholding held by Mr. Song Dian Quan will be increased to approximately 77.30%. Such increase in shareholding will not give rise to an obligation for the largest shareholder, namely Mr. Song Dian Quan to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no present intention to repurchase securities of the Company to the extent as would result in (a) the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25%; and (b) any Shareholders being required to make a mandatory offer under the Takeovers Code.

Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchase pursuant to the proposed Repurchase Mandate.

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## NOTICE OF ANNUAL GENERAL MEETING

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### COSLIGHT TECHNOLOGY INTERNATIONAL GROUP LIMITED

### 光宇國際集團科技有限公司\*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1043)**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (“Meeting”) of Coslight Technology International Group Limited (“Company”) will be held at Rooms 2501-2502, COSCO Tower, 181-183 Queen’s Road Central Hong Kong on Thursday, 3 June 2010 at 10:00 a.m. for the following purposes:

1. To receive and adopt the audited financial statements and the directors’ report and the auditors’ report thereon for the year ended 31 December 2009;
2. To declare a final dividend;
3. To re-elect directors and authorise the board of directors to fix their remuneration;
4. To re-appoint auditors and authorise the board of directors to fix their remuneration;
5. By way of special business, to consider, and if thought fit, to pass each of the following resolutions, with or without modification, as an ordinary resolution:

#### **ORDINARY RESOLUTION**

A. **“THAT:**

- (a) subject to paragraph (c) of this Resolution, the exercise by the directors of the Company (“Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares of the Company (“Shares”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make, issue or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval given in paragraph (a) of this Resolution shall be in addition to any other authorizations given to the Directors and shall authorize the Directors during the Relevant Period to make, issue or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;

\* For identification purpose only

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## NOTICE OF ANNUAL GENERAL MEETING

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- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted or otherwise dealt with (whether pursuant to an option, a conversion or otherwise) and issued by the Directors pursuant to the approval given in paragraph (a) of this Resolution, otherwise than pursuant to:
- (i) a Rights Issue (as hereinafter defined);
  - (ii) the exercise of the rights of subscription or conversion attaching to any warrants issued by the Company or any securities which are convertible into Shares;
  - (iii) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company from time to time; or
  - (iv) the exercise of any option granted under any option scheme or similar arrangement for the time being adopted for the grant or issue to the officers and/or employees of the Company and/or any of its subsidiaries of option to subscribe for, or rights to acquire Shares;

shall not exceed 20% 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;

- (d) for the purpose of this Resolution:

‘Relevant Period’ means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws of Bermuda and other relevant jurisdiction to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the members of the Company in general meeting; and



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## NOTICE OF ANNUAL GENERAL MEETING

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- (e) for the purpose of this Resolution:

‘Rights Issue’ means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares or any class thereof on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares or any class thereof as at that date (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

**B. “THAT:**

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its own securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Code on Share Repurchases of Hong Kong, subject to and in accordance with all applicable laws and regulations, be and is hereby generally and unconditionally approved;
- (b) the approval given in paragraph (a) of this Resolution shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to repurchase the Shares at a price determined by the Directors;
- (c) the aggregate nominal amount of the securities which may be repurchased by the Company pursuant to paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the relevant class of securities of the Company in issue at the date of the passing of this Resolution and the approval granted under paragraph (a) of this Resolution shall be limited accordingly; and
- (d) for the purpose of this Resolution:

‘Relevant Period’ means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws of Bermuda or other relevant jurisdiction to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the members of the Company in general meeting.”

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## NOTICE OF ANNUAL GENERAL MEETING

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- C. “**THAT** conditional upon the passing of Resolutions nos. 5A and 5B as set out in the notice convening the Meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue or otherwise deal with the securities of the Company pursuant to Resolution no. 5A above be and is hereby extended by the addition thereto an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution no. 5B above, 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 the passing of this Resolution.”

By Order of the Board  
**Coslight Technology International Group Limited**  
**Song Dian Quan**  
*Chairman*

Hong Kong, 29 April 2010

*Notes:*

1. The register of members of the Company will be closed from Monday, 31 May 2010 to Wednesday, 2 June 2010, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the final dividend and attend the meeting, members are reminded to ensure that all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company’s branch share registrars in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong for registration no later than 4:00 p.m. on Friday, 28 May 2010. The proposed final dividend is payable on or before 31 July 2010 to the Shareholders whose names appear on the register of members of the Company on Wednesday, 2 June 2010.
2. A member entitled to attend and vote at the above meeting may appoint one or more proxies to attend, and vote in his stead. A proxy need not be a member of the Company but must be present in person to represent the shareholder.
3. Where there are joint registered holders of any share, any one such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled hereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
4. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the office of the branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. The completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.
5. Pursuant to Rule 13.39(4) of the Listing Rules, any votes of Shareholders at a general meeting must be taken by poll. Therefore, all resolutions proposed at the meeting shall be voted by poll.