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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 Wednesday, 13 June 2018 at 4:00 p.m. is set out on pages 15 to 20 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 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 the holding of the annual general meeting (i.e. not later than 4:00 p.m. on Monday, 11 June 2018) 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.

\* *For identification purpose only*

\*\* *References to time and dates in this circular are to Hong Kong time and dates*

14 May 2018

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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 Wednesday, 13 June 2018 at 4:00 p.m.
“Board”	the board of Directors
“Buy-backs Code”	the Code on Share Buy-backs of Hong Kong
“Bye-laws”	the bye-laws of the Company
“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, 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
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“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 total number of the issued shares of the Company as at the date of passing of the ordinary resolution in relation thereof
“Latest Practicable Date”	7 May 2018, 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

\* *For identification purpose only*

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## DEFINITIONS

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“PRC”	the People’s Republic of China
“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 total number of the issued shares of the Company as at the date of passing of the ordinary resolution in relation thereof
“RMB”	Renminbi, the lawful currency of the PRC
“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
“%”	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. ZHANG Li Ming  
Mr. LIU Xing Quan

*Independent Non-Executive Directors:*

Mr. LI Zeng Lin  
Dr. GAO Yun Zhi  
Mr. XIAO Jian Min

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

*Head office and principal place  
of business:*

Rooms 2501-2502  
COSCO Tower, 181-183  
Queen's Road Central  
Hong Kong

14 May 2018

*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. Zhang Li Ming, Mr. Liu Xing Quan, Mr. Li Zeng Lin, Dr. Gao Yun Zhi and Mr. Xiao Jian Min.

In accordance with bye-law 87(1) of the Bye-laws, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation such that each Director (including those appointed for a specific term) will be subject to retirement by rotation at least once every three years at the annual general meeting. Accordingly, Mr. Song Dian Quan, Ms. Luo Ming Hua and Mr. Zhang Li Ming shall retire at the AGM. All these retiring Directors are eligible for re-election and will offer themselves for re-election at the AGM.

In accordance with bye-law 86(2) of the Bye-laws, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or, subject to authorisation by the Shareholders in general meeting, as an addition to the existing Board. Any Director so appointed shall hold office only until the next following general meeting of the Company or until the next following annual general meeting of the Company, and shall then be eligible for re-election at that meeting. Accordingly, Dr. Gao Yun Zhi, who was appointed by the Board as an independent non-executive Director on 18 August 2017 shall retire at the AGM and is eligible for re-election and will offer himself 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 aforesaid four 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.

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## LETTER FROM THE BOARD

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### GENERAL MANDATES TO ISSUE AND REPURCHASE SECURITIES

At the last annual general meeting of the Company held on 14 June 2017, 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 total number of the issued Shares 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 total number of the issued Shares as at that date (“Existing Repurchase Mandate”).

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

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 total number of the issued shares of the Company as at the date of the resolutions as set out in Resolutions nos. 4A and 4B 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 total number of such securities (if any) repurchased under the Repurchase Mandate is to be proposed as set out in Resolution no. 4C of the AGM notice at the AGM.

The Company had in issue an aggregate of 388,184,000 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 77,636,800 Shares, representing 20% of the total number 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.

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## **LETTER FROM THE BOARD**

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### **ANNUAL GENERAL MEETING**

The notice convening the AGM is set out on pages 15 to 20 of this circular. Resolutions in relation to the re-election of Directors and the grant 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 Level 22, Hopewell Centre, 183 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 (i.e. not later than 4:00 p.m. on Monday, 11 June 2018). 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 except where the chairman, in good faith, decides to allow a resolution relating purely to a procedural or administrative matter to be voted on by a show of hands pursuant to the Listing Rules. At the AGM, the chairman of AGM will therefore demand for a poll for every resolution put to vote at the AGM pursuant to bye-law 66 of the Bye-laws. Therefore, all resolutions proposed at the AGM shall be voted by poll. An announcement on the poll results will be published by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### **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.



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## LETTER FROM THE BOARD

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### 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. Song Dian Quan**, aged 62, is an executive Director, the chairman of the Company and the key founder of the Group. He is responsible for the overall management and formulation of corporate policies and strategies. He is also responsible for the business development of the Group, and liaising with various levels of government authorities in the PRC. He has more than 33 years of experience in the research and development of electronics technology of rechargeable batteries. He graduated from the Harbin Institute of Technology in 1982 with a bachelor of engineering degree in electrochemistry. Save as disclosed above, Mr. Song 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. Song was interested in 261,523,300 Shares, representing approximately 67.37% of the total number of issued shares of the Company. Save as disclosed, Mr. Song 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. Song's appointment is subject to retirement and re-election at the annual general meetings of the Company in accordance with the Bye-laws. Mr. Song has entered into a service agreement with the Company. His emoluments as a Director for the year ended 31 December 2017 was RMB523,000. 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.

**Ms. Luo Ming Hua**, aged 54, is an executive Director, the deputy chairman and the chief executive officer of the Company. She is responsible for the overall management and administration of the Group. She has extensive manufacturing experience in rechargeable battery materials. She graduated from Harbin Institute of Electrical Engineering in 1991 with a major in industrial and electrical automation. She joined the Group in May 1994. Save as disclosed above, Ms. Luo did not hold any other directorships in listed public companies during the past three years nor did she hold any other positions with the Company or its subsidiaries.

As at the Latest Practicable Date, Ms. Luo was interested in 3,186,027 Shares, representing approximately 0.82% of the total number of issued shares of the Company. Save as disclosed, Ms. Luo 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 Ms. Luo's appointment is subject to retirement and re-election at the annual general meetings of the Company in accordance with the Bye-laws. Ms. Luo has entered into a service agreement with the Company. Her emoluments as a Director for the year ended 31 December 2017 was RMB284,000. Her future annual emoluments will be on similar scale and will be determined by the Board with reference to her 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 62, is an executive Director and is responsible for the international trading activities of the Group. He has more than 40 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 2017 was RMB227,000. 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.

**Dr. Gao Yun Zhi**, aged 61, is an independent non-executive Director of the Company. Dr. Gao is a professor and doctoral supervisor of Harbin Institute of Technology. He graduated from Harbin Institute of Technology with a major in electrochemical engineering in 1982. Since then, he had been teaching at Harbin Institute of Technology as a teaching assistant, lecturer and associate professor. He then studied in Japan in February 1987 and obtained a master of engineering degree from Saitama University in 1990, and a doctor of science degree from Department of Chemistry of Faculty of Science at Hokkaido University with a major in physical chemistry in 1994. He had been a lecturer at Hokkaido University and Tohoku University, and served as a chief engineer, principal researcher and department head in Research and Development Department of Riken (理研公司) in Japan. In 2000, he was an overseas part-time professor and doctoral supervisor of School of Chemical Engineering of Harbin Institute of Technology. He then returned to China for a full-time position as a professor in School of Chemical Engineering of Harbin Institute of Technology in February 2011. Over the years, he has been engaging in electrochemical theories, fundamental and application research on new chemical power sources and polymer electrolyte membrane fuel cells, fundamental and technical research on lithium-ion batteries, and fundamental and application research on new all-solid-state lithium-ion batteries. He has also presided over and participated in a number of projects at national, provincial and enterprise levels. He is currently presiding over a project of The National Natural Science Foundation of China and several enterprise partnership projects, in addition to participating in multiple national projects. He has published over 100 papers on Scientific Citation Index, in conjunction with holding more than 10 foreign patents and over 10 Chinese patents. Save as disclosed above, Dr. Gao 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, Dr. Gao 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 Dr. Gao's appointment is subject to retirement and re-election at the annual general meetings of the Company in accordance with the Bye-laws. Dr. Gao has entered into a service agreement with the Company for a term of three years with effect from 18 August 2017. His emoluments as a Director for the year ended 31 December 2017 was NIL. His future annual emoluments 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 total number of the issued shares of the Company was 388,184,000 Shares.

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 38,818,400 Shares (subject to the passing of the ordinary resolution no. 4B), representing 10% of the total number of the issued shares of the Company as at the date of passing the resolution, 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 2017, 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 close associates (as defined in the Listing Rules) 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 core connected persons (as defined in the Listing Rules) 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>2017</b>		
May	4.37	3.52
June	4.30	3.33
July	4.16	3.45
August	3.68	2.76
September	3.84	2.80
October	4.05	3.40
November	3.56	3.01
December	3.41	2.87
<b>2018</b>		
January	3.33	2.90
February	3.09	2.65
March	3.18	2.78
April	3.59	2.85
1 May to the Latest Practicable Date	3.18	2.95

**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, the Bye-laws 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 Buy-backs 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 <i>(See Note)</i></b>	<b>Approximate Percentage of Interests <i>(%)</i></b>
Mr. Song Dian Quan	261,523,300	67.37

*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 74.86%. 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 Wednesday, 13 June 2018 at 4:00 p.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements and the directors’ report and the auditors’ report thereon for the year ended 31 December 2017;
2. To re-elect the following directors and authorise the board of directors to fix directors’ remuneration:
  - (A) Mr. Song Dian Quan, as an executive director;
  - (B) Ms. Luo Ming Hua, as an executive director;
  - (C) Mr. Zhang Li Ming, as an executive director; and
  - (D) Dr. Gao Yun Zhi, as an independent non-executive director;
3. To re-appoint Messrs. SHINEWING (HK) CPA Limited as the auditors of the Company and authorise the board of directors to fix their remuneration;

\* *For identification purpose only*

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## NOTICE OF ANNUAL GENERAL MEETING

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4. 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;
- (c) the total number of Shares 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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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 total number of the issued shares of the Company at the date of passing of this Resolution, and if any subsequent consolidation or subdivision of Shares is conducted, the maximum number of Shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of the issued Shares at the date immediately before and after such consolidation or subdivision shall be the same; 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 (“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 Buy-backs 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 total number 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 total number of the issued securities of the Company at the date of the passing of this Resolution, and if any subsequent consolidation or subdivision of Shares is conducted, the maximum number of Shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of the issued Shares at the date immediately before and after such consolidation or subdivision shall be the same; and the approval granted under paragraph (a) of this Resolution shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(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.”

C. “**THAT** conditional upon the passing of Resolutions nos. 4A and 4B 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. 4A above be and is hereby extended by the addition thereto the total number of shares of the Company repurchased by the Company under the authority granted pursuant to Resolution no. 4B above, provided that such amount shall not exceed 10% of the total number of the issued shares of the Company 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, 14 May 2018

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
2. Where there are joint holders of any share any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior 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 Company's branch share register in respect of the joint holding.
3. The instrument appointing a proxy and (if required by the Board) 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 office of the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting (i.e. not later than 4:00 p.m. on Monday, 11 June 2018) or adjourned meeting at which the person named in the instrument proposes to vote. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules"), any votes of Shareholders at a general meeting must be taken by poll (except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands). Therefore, all resolutions proposed at the meeting shall be voted by poll.
5. The register of members of the Company will be closed from Friday, 8 June 2018 to Wednesday, 13 June 2018 (both days inclusive), during which period no transfer of Shares will be registered. All transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Thursday, 7 June 2018.
6. In relation to proposed resolutions numbered 2(A) to (C) above, particulars of Mr. Song Dian Quan, Ms. Luo Ming Hua, Mr. Zhang Li Ming and Dr. Gao Yun Zhi are set out in Appendix I to the circular issued by the Company on 14 May 2018 ("Circular").
7. In relation to proposed resolutions numbered 4(A) and 4(C) above, approval is being sought from the shareholders for granting to the directors of the Company a general mandate to authorise the allotment and issue of shares under the Listing Rules. The board of directors of the Company has no immediate plan to issue any new shares of the Company.
8. In relation to proposed resolution no. 4(B) above, the directors of the Company wish to state that they will exercise the powers conferred thereby to repurchase shares of the Company in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the Listing Rules are set out in Appendix II to the Circular.
9. References to time and dates in this notice are to Hong Kong time and dates.