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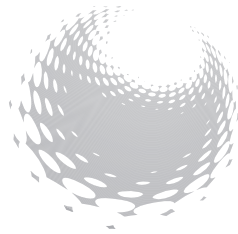
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**If you are in any doubt** about this circular or as to the action to be taken, you should consult a stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Sun.King Technology 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 Technology Group Limited**  
**賽晶科技集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 580)

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

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A notice convening the annual general meeting of Sun.King Technology Group Limited to be held at Building 9-A, KongGangRongHuiYuan, Yuhua Road, Tianzhu Airport Industrial Zone B, Shunyi District, Beijing, People's Republic of China on Tuesday, 22 June 2021 at 10:00 a.m. is set out on pages 16 to 21 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](http://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 and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, to the Hong Kong branch share registrar of Sun.King Technology Group Limited, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. 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.

12 April 2021

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## DEFINITIONS

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*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 Building 9-A, KongGangRongHuiYuan, Yuhua Road, Tianzhu Airport Industrial Zone B, Shunyi District, Beijing, PRC on Tuesday, 22 June 2021 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 Act”	the Companies Act, Chapter 22 (Act 3 of 1961 as consolidated and revised) of the Cayman Islands
“Company”	Sun.King Technology Group Limited (賽晶科技集團有限公司), an exempted company incorporated 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 number of the issued shares of the Company as at the date of passing the relevant resolution granting such general mandate
“Latest Practicable Date”	31 March 2021, 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 16 to 21 of this circular

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## DEFINITIONS

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“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 number of the issued shares 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
“Share Option Scheme”	the share option scheme of the Company adopted 21 May 2020
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“%”	per cent

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LETTER FROM THE BOARD

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**Sun.King Technology Group Limited**  
**賽晶科技集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 580)

*Executive Directors:*

Mr. Xiang Jie  
Mr. Gong Renyuan  
Mr. Yue Zhoumin

*Non-executive Directors:*

Ms. Gao Lei  
Mr. Zhu Ming  
Ms. Zhang Ling

*Independent non-executive Directors:*

Mr. Chen Shimin  
Mr. Zhang Xuejun  
Mr. Leung Ming Shu  
Mr. Zhao Hang

*Registered office:*

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

*Headquarters:*

Building 9-A  
KongGangRongHuiYuan  
Yuhua Road  
Tianzhu Airport Industrial Zone B  
Shunyi District  
Beijing  
PRC

*Principal place of business*

*in Hong Kong:*

31st Floor, Tower Two, Times Square  
1 Matheson Street  
Causeway Bay  
Hong Kong

12 April 2021

*To the Shareholders*

Dear Sir or Madam,

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

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## LETTER FROM THE BOARD

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### 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 declaration of final dividend; (b) the grant to the Directors of the Issue Mandate and the Repurchase Mandate; and (c) the re-election of the retiring Directors.

### DECLARATION OF FINAL DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT AND CLOSURE OF REGISTER OF MEMBERS

The Board has recommended the payment of a final dividend of HK3 cents per Share for the year ended 31 December 2020 out of the share premium account of the Company. 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 Monday, 5 July 2021 to Wednesday, 7 July 2021, 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 Wednesday, 21 July 2021 to the Shareholders whose names appear on the register of members of the Company at the close of business on Wednesday, 7 July 2021.

Under section 34(2) of the Companies Act, the share premium account may be applied by a company in paying dividends to members provided that no dividend may be paid to members out of the share premium account unless, immediately following the date on which the dividend is proposed to be paid, the company shall be able to pay its debts as they fall due in the ordinary course of business. The Board confirms that with respect to payment of the final dividends out of share premium account, the Company will be able to pay its debts as they fall due in the ordinary course of business immediately following the date on which the final dividend is proposed to be paid.

The final dividends are intended to be paid out entirely of the share premium account pursuant to article 134 of the Articles of Association and in accordance with the Companies Act. As at 31 December 2020, based on the audited consolidated financial statements of the Company, the amount standing to the credit of the share premium account was RMB447,060,000. The Board proposed to use an amount of RMB41,205,300 standing to the credit of the share premium account for the payment of the final dividends. Following such payment there will be a remaining balance of RMB405,854,700 standing to the credit of the share premium account.

#### *Reasons for the payment of final dividends out of the share premium account*

The Board considers it unnecessary to maintain the share premium account at its current level. The Directors consider that the declaration and proposed payment of the final dividends out of the share premium account is in the interests of the Company and its Shareholders as a whole.

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## LETTER FROM THE BOARD

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### *Effect of the payment of final dividends out of the share premium account*

The payment of the final dividends out of the share premium account does not involve any reduction in the authorised or issued share capital of the Company nor does it involve any reduction in the nominal value of the Shares or result in any change in the trading arrangements in respect of the Shares.

The payment of the final dividends out of share premium account will not affect the underlying business, operations or management of the Company or the proportionate interests of the Shareholders, other than related expenses incurred which are immaterial.

Save as the aforesaid expenses, the Directors consider that the payment of final dividends out of share premium account will not have a material adverse effect on the financial position of the Company.

The payment of the final dividends out of the share premium account is conditional upon, inter alia, the following being fulfilled:

- (a) the passing of an ordinary resolution by the Shareholders to approve the payment of the final dividends out of the share premium account; and
- (b) the Directors being satisfied that there are no reasonable grounds for believing that the Company is, and immediately after the final dividends are paid will be, unable to pay its liabilities as they become due in the ordinary course of business.

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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:30 p.m. on Friday, 2 July 2021.

### **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 Share, 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 up to 20% of the number of the issued shares 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 1,632,606,000 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 date of the Annual General Meeting, the Directors will be authorised to allot and issue a maximum of 326,521,200 Shares under the Issue Mandate.

In addition, subject to a separate approval of 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 ordinary resolution numbered 5(a) provided that such additional amount shall not exceed 10% of the number of the shares 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 have no immediate plans to issue any new Shares pursuant to the Issue Mandate.

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## LETTER FROM THE BOARD

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### 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 number of the issued shares of the Company as at the date of passing the resolution in relation to the Repurchase Mandate.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the 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 Articles 83(3) and 84(1) of the Articles of Association, Mr. Gong Renyuan, Mr. Yue Zhoumin, Ms. Gao Lei, Mr. Zhang Xuejun and Mr. Leung Ming Shu will retire by rotation and be eligible to offer themselves for re-election as the Directors at the Annual General Meeting.

The independent non-executive Directors proposed for re-election at the AGM were identified by the management after having taken into account the skills and experience of the candidates. The Board considered that the appointment of Mr. Zhang Xuejun, who had several official appointments relevant to the Group's business, and Mr. Leung Ming Shu, who possesses extensive experience in accounting and finance will form a balanced skill matrix beneficial to the Group's corporate governance as well as business development and thereby contribute to the diversity of the Board. The Company has received from each of the independent non-executive Directors proposed for re-election an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of them independent under the Listing Rules.

Details of the 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 16 to 21 of this circular is the Notice of Annual General Meeting containing, inter alia, the resolutions in relation to approving the declaration of final dividend, granting the Directors the Issue Mandate and the Repurchase Mandate and approving the re-election of the retiring Directors.

The register of members of the Company will be closed from Thursday, 17 June 2021 to Tuesday, 22 June 2021, 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 Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 16 June 2021.

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## LETTER FROM THE BOARD

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### 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](http://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 the Company, Tricor Investor Services Limited, at Level 54, 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.



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## LETTER FROM THE BOARD

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### 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 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 Technology Group Limited**

**Xiang Jie**

*Chairman*

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## APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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*The following are the particulars of the Directors proposed to be re-elected at the Annual General Meeting.*

Save as disclosed herein:

- (a) none of the following Directors had any interest in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date;
- (b) none of the following Directors held any other position with the Company or any other member of the Group, nor has any directorship in other listed companies in the past three years from the Latest Practicable Date;
- (c) none of the following Directors had any relationship with any other Director, senior management personnel, Substantial Shareholders or controlling shareholders (as defined in the Listing Rules) of the Company at the Latest Practicable Date; and
- (d) there was no other matter relating to the following Directors which needed to be brought to the attention of the Shareholders and there was no other information relating to the following Directors which was required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (w) of the Listing Rules.

### **Mr. Gong Renyuan**

Mr. Gong Renyuan, aged 50, is an executive Director, the president of the Group and the chief executive officer of the Company. Mr. Gong joined the Group in 2002, primarily responsible for overseeing the overall business of the Group, including devising and implementing business and development strategies and targets. Before joining the Group, Mr. Gong has accumulated over eight years of experience in business operations. In 1993, Mr. Gong completed the programme in business English (外貿英語專科) organised by the Beijing University of Technology (北京工業大學) in the PRC. Mr. Gong is the spouse of Ms. Ren Jie, a member of the senior management of the Company.

Mr. Gong entered into a supplemental service agreement with the Company dated 1 June 2019 for a term of three years commencing on 1 June 2019 and subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association and the Listing Rules. Mr. Gong is entitled to receive an annual Director's fees of HK\$100,000, which is determined by the Board with reference to his experience, duties, responsibilities and the Company's policy.

As at the Latest Practicable Date, among the 19,360,000 Shares in which Mr. Gong was interested, 15,060,000 Shares were held by Mr. Gong and the remaining 4,300,000 Shares were held by Ms. Ren, being the spouse of Mr. Gong. Mr. Gong was deemed under the SFO to be interested in the 4,300,000 shares held by Ms. Ren.

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## APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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### Mr. Yue Zhoumin

Mr. Yue Zhoumin, aged 50, is an executive Director and a vice president of the Group. Mr. Yue joined the Group in 2009. Mr. Yue 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) in the PRC with a bachelor's degree in economics in 1994. Mr. Yue has extensive experience in corporate project management and fund raising in the capital market. Mr. Yue is highly experienced in strategic management and worked in the strategy division of China COSCO Holdings Company Limited (currently known as COSCO SHIPPING Holdings Co., Ltd.), a company listed on the Stock Exchange (stock code: 1919), from 2005 to 2009.

Mr. Yue entered into a supplemental service agreement with the Company dated 28 May 2020 for a term of three years commencing on 28 May 2020 and subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association and the Listing Rules. Mr. Yue is entitled to receive an annual Director's fees of HK\$100,000, which is determined by the Board with reference to his experience, duties, responsibilities and the Company's policy.

As at the Latest Practicable Date, Mr. Yue was interested in 2,000,000 Shares.

### Ms. Gao Lei

Ms. Gao Lei, aged 41, joined the Group as a non-executive Director in June 2020. Ms. Gao received a bachelor's degree in arts and bachelor's degree in engineering from the University of Science and Technology of China in July 2002 and graduated as a doctor of philosophy in management science and engineering from the same university in November 2009. Ms. Gao received a project management professional certification in 2011, was qualified to act as a secretary to the board of directors of companies listed on the Shenzhen Stock Exchange in 2012 and was admitted a certified senior enterprise risk manager in 2015.

From August 2010 to December 2012, Ms. Gao worked for China Hi-Tech Group Corporation (中國恆天集團有限公司) as a senior manager (高級經理) in the strategy management department (戰略管理部). From December 2012 to December 2014, Ms. Gao worked for CHTC Helon Co., Ltd. (恆天海龍股份有限公司), being a company listed on the Shenzhen Stock Exchange with stock code 000677, as vice general manager (副總經理) and secretary to the board of directors (董事會秘書). From January 2015 to December 2019, Ms. Gao worked for China Hi-Tech Group Corporation as senior vice general manager (高級副總經理) in the financial investment business department (金融投資事業部). From January 2020, Ms. Gao has worked for China Hi-Tech Holding Company Limited (中國恆天控股有限公司) as the chairman of the board of directors and general manager (董事長兼總經理).

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## APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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### Mr. Zhang Xuejun

Mr. Zhang Xuejun, aged 55, joined the Group as an independent non-executive Director in December 2016. Mr. Zhang graduated from Capital Normal University (首都師範大學) (formerly known as Beijing Normal College (北京師範學院)) and obtained a bachelor's degree in philosophy. Mr. Zhang also completed an on-job postgraduate course at Chinese Academy of Social Sciences (中國社科院). Subsequently, Mr. Zhang obtained a master's degree in EMBA from Cheung Kong Graduate School of Business (長江商學院) in 2006. Mr. Zhang taught at School of English and School of Political Science and Law in Beijing Normal College. Subsequently, Mr. Zhang successively assumed the position of deputy office head of the Municipal Party Committee of the Youth League in Beijing (北京市團委), secretary of the Committee of the Party Work Committee (黨工委書記) of Heping subdistrict Office in Chaoyang District in Beijing (北京市朝陽區和平街街道辦事處). Since 2000, Mr. Zhang has served in the Central Committee of the Chinese Communist Youth League (共青團中央). Mr. Zhang successively assumed the position of deputy director of Chinese Young Pioneers Business Development Centre (團中央中國少先隊事業發展中心副主任), deputy director of the Central Juvenile Department (團中央少年部) and Centre Propaganda Department (團中央宣傳部), director of the Central Juvenile Department (團中央少年部) of the Chinese Communist Youth League, deputy director of the National Committee of Chinese Young Pioneers (全國少工委副主任) and member of the 16th Central Standing Committee of the Chinese Communist Youth League (十六屆團中央常委).

Mr. Zhang served as a deputy secretary (department level) at Municipal Party Committee of Jiujiang in Jiangxi Province (江西省九江市委副書記(正廳級)) from 2008 to 2011 and a Party secretary and director at the Foreign Affairs Office in Jiangxi Province (江西省外事僑務辦公室) from 2011 to 2014. Mr. Zhang served as a Party member and the Secretary-General (秘書長) of the Chinese Western Returned Scholars Association (歐美同學會) from March 2014 to September 2016. Mr. Zhang was a co-chief executive officer of Hsin Chong Group Holdings Limited (新昌集團控股有限公司), being a company listed on the Stock Exchange (stock code: 404), from September 2016 to June 2017 where he was primarily responsible for the management of business in Mainland China. Mr. Zhang served as the vice general manager (副總經理) of China Communication Group (神州通信集團) from October 2017 to August 2019. Mr. Zhang has served as a Secretary of Party Committee (黨委書記) of Shunliban Information Service Co., Ltd. (順利辦信息服務股份有限公司), being a company listed on the Shenzhen Stock Exchange (stock code: 000606), since September 2019.

Mr. Zhang entered into a supplemental appointment letter with the Company dated 19 December 2019 for a term of three years commencing on 19 December 2019 and subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association and the Listing Rules. Mr. Zhang is entitled to receive an annual Director's fees of HK\$180,000, which is determined by the Board with reference to his experience, duties, responsibilities and the Company's policy.

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## APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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### Mr. Leung Ming Shu

Mr. Leung Ming Shu, aged 45, joined the Group as an independent non-executive Director in March 2017. Mr. Leung is currently the chief financial officer and the company secretary of China ITS (Holdings) Co., Ltd.. Mr. Leung obtained a first class honours bachelor's degree in accountancy from the City University of Hong Kong in June 1998 and a master's degree in accountancy from the Chinese University of Hong Kong in November 2001. Mr. Leung started his professional career at PricewaterhouseCoopers in Hong Kong in auditing in 1998, and subsequently worked at the global corporate finance division of Arthur Andersen & Co. in Hong Kong, which subsequently merged with PricewaterhouseCoopers, until December 2000. From July 2001 to February 2003, Mr. Leung also worked as a business consultant in Market Catalyst International (Hong Kong) Limited, where he advised companies on issues of strategy, organisation and operation. From February 2003, Mr. Leung spent three years at CDC Corporation as a senior manager in the mergers and acquisitions department, and as the chief financial officer of Sino Splendid Holdings Limited, being a subsidiary of CDC corporation and a company listed on the Stock Exchange (stock code: 8006). From February 2006 to October 2006, Mr. Leung served as the chief financial officer of Beijing Xinwei Telecom Technology Co., Ltd., a related party of Datang Telecom Technology Co., Ltd., (大唐電信科技股份有限公司), being a company listed on the Shanghai Stock Exchange (stock code: 600198). From November 2006 to January 2008, Mr. Leung served as the chief financial officer of Beijing Lingtu Spacecom Technology Co., Ltd., being a subsidiary of Beijing Lingtu Software Co., Ltd., a PRC digital mapping and navigation software company. Mr. Leung has been a fellow of the Association of Chartered Certified Accountants since February 2007 and a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountant since March 2006. Mr. Leung is an independent non-executive director of Cabbeen Fashion Limited (卡賓服飾有限公司), being a company listed on the Stock Exchange (stock code: 2030) and Renrui Human Resources Technology Holdings Limited (人瑞人才科技控股有限公司), being a company listed on the Stock Exchange (stock code 6919). Mr. Leung is also an independent director of Glory Star New Media Group Holdings Limited, being a company listed on NASDAQ (stock code: GSMG). Mr. Leung acted as an independent non-executive director of Shengli Oil & Gas Pipe Holdings Limited (勝利油氣管道控股有限公司), being a company listed on the Stock Exchange (stock code: 1080) from January 2011 to April 2013, and as an independent non-executive director of Comtec Solar Systems Group Limited (卡姆丹克太陽能系統集團有限公司), being a company listed on the Stock Exchange (stock code: 712) from June 2008 to February 2021.

Mr. Leung entered into a supplemental appointment letter with the Company dated 24 March 2020 for a term of three years commencing on 24 March 2020 and subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association and the Listing Rules. Mr. Leung is entitled to receive an annual Director's fees of HK\$180,000, which 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 Repurchase Mandate.*

## **SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,632,606,000 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 Directors will be authorised to repurchase a maximum of 163,260,600 Shares, which represent 10% of the number of the issued shares of the Company as at the date of passing the resolution in relation to the Repurchase Mandate, during the period ending on the earliest of (a) the conclusion of the next annual general meeting of the Company unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law to be held; or (c) the date on which such authority is revoked or varied by ordinary 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 Directors to repurchase the 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 the Shares will be financed out of funds legally available for the purpose of and in accordance with the Articles of Association, the applicable laws of the Cayman Islands and the Listing Rules, such as the Company's available cash flow or working capital facilities. The Companies Act provides that the amount of capital repaid in connection with a repurchase may be paid out of the profits of the Company or the proceeds of a fresh issue of the Shares made for the purpose of the repurchase or out of capital subject to and in accordance with the Companies Act. 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 Shares are repurchased in the manner provided for in the Companies Act.

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 an adverse impact on the working capital or gearing position of the Company as compared to the position disclosed in the audited consolidated financial statements of the Company as at 31 December 2020, 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.

None of the Directors and to the best of the knowledge of the Directors having made all reasonable enquiries, none of the close associates (as defined under the Listing Rules) of the Directors, have a present intention to sell any Shares to the Company, 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 core connected persons (as defined under the Listing Rules) have notified the Company that they have a present intention to sell any Share to the Company or have undertaken not to do so, in the event that the 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 a group of Shareholders acting in concert (as defined under the Takeovers Code), depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become obliged to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code. The Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Mr. Xiang Jie was interested in 381,958,347 Shares, representing approximately 23.40% of the total issued Shares. As at the Latest Practicable Date, among the 381,958,347 Shares, 43,630,000 Shares were directly held by Mr. Xiang Jie and the remaining 338,328,347 Shares were directly held by Max Vision Holdings Limited. As at the Latest Practicable Date, Max Vision Holdings Limited was wholly-owned by Jiekun Limited, which was wholly-owned by BNP Paribas Corporate Services Pte. Ltd.. As at the Latest Practicable Date, BNP Paribas Corporate Services Pte. Ltd. was wholly owned by BNP Paribas Singapore Trust Corporation Limited, which was the trustee of a private trust of which Mr. Xiang Jie was the settlor and his family members were the beneficiaries. In the event that the Directors exercise the Repurchase Mandate in full and excluding the Shares which may be issued to Mr. Xiang Jie upon the exercise of the Share Options granted or to be granted to him, Mr. Xiang Jie's interests in the Shares will be increased to approximately 26.00% of the total issued Shares and such increase would not give rise to an obligation to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code. The Directors have no present intention to repurchase the Shares to the extent it will trigger the obligation

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 the Shares.

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

#### SHARE REPURCHASE MADE BY THE COMPANY

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

#### SHARE PRICES

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

<b>Month</b>	<b>Highest prices HK\$</b>	<b>Lowest prices HK\$</b>
<b>2020</b>		
March	1.37	0.96
April	1.19	1.07
May	1.31	1.08
June	1.36	1.05
July	2.30	1.11
August	2.04	1.66
September	2.11	1.68
October	1.88	1.33
November	1.72	1.38
December	2.12	1.58
<b>2021</b>		
January	3.32	2.09
February	4.49	2.68
March (up to the Latest Practicable Date)	3.19	2.25



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## NOTICE OF ANNUAL GENERAL MEETING

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### Sun.King Technology Group Limited 賽晶科技集團有限公司

*(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 Technology Group Limited (the “**Company**”) will be held at Building 9-A, KongGangRongHuiYuan, Yuhua Road, Tianzhu Airport Industrial Zone B, Shunyi District, Beijing, People’s Republic of China on Tuesday, 22 June 2021 at 10:00 a.m. for the following purposes:

#### ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of directors and auditors for the year ended 31 December 2020.
2. To declare a final dividend of HK3 cents per share of the Company (the “**Share(s)**”) for the year ended 31 December 2020 out of the share premium account of the Company.
3. (a) To re-elect the following retiring directors of the Company (the “**Directors**”):
  - (i) Mr. Gong Renyuan;
  - (ii) Mr. Yue Zhoumin;
  - (iii) Ms. Gao Lei;
  - (iv) Mr. Zhang Xuejun; and
  - (v) Mr. Leung Ming Shu; and
- (b) To authorise the board of Directors 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 to fix their remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional Shares in the capital of the Company or securities convertible into Shares, or options, warrants or similar rights to subscribe for Shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into the Shares) 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 and shall authorise the Directors 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 number of the Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period (as hereinafter defined) pursuant to paragraph (i) above, otherwise than pursuant to (A) a Rights Issue (as hereinafter defined); or (B) the grant or exercise of any share option under the share 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 the Shares or rights to acquire the Shares; or (C) any scrip dividend or similar arrangements providing for the allotment of the Shares in lieu of the whole or part of a dividend on the Shares in accordance with the articles of association of the Company (the **“Articles of Association”**); or (D) any issue of the Shares 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 the Shares, shall not exceed 20% of the total number of the issued Shares as at the date of passing this resolution and the approval shall be limited accordingly;

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## NOTICE OF ANNUAL GENERAL MEETING

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(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 unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- (2) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law to be held; and
- (3) the date on which such authority is revoked or varied by ordinary resolution of the shareholders of the Company (the “**Shareholders**”) in general meeting; and

(B) “**Rights Issue**” means an offer of the Shares in the capital of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for the Shares open for a period fixed by the Directors to holders of the 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 the Shares (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 or 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 during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the Shares 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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (ii) the number of the Shares, which may be repurchased pursuant to the approval in paragraph (i) above, shall not exceed 10% of the total number of the issued Shares as at the date of passing of this resolution and the 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 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 unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
  - (B) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law to be held; and
  - (C) the date on which such authority is revoked or varied by ordinary resolution of the Shareholders in general meeting.”
- (c) “**That** conditional upon ordinary resolutions numbered 5(a) and 5(b) set out in this notice being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with additional Shares and to make or grant offers, agreements and options which may require the exercise of such powers pursuant to ordinary resolution numbered 5(a) set out in this notice be and is hereby extended by the addition to the total number of the issued Shares which may be allotted by the Directors pursuant to such general mandate the number of the issued Shares 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 total number of the issued Shares as at the date of passing of the resolutions.”

By order of the board of Directors  
**Sun.King Technology Group Limited**  
**Xiang Jie**  
*Chairman*

Hong Kong, 12 April 2021

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## NOTICE OF ANNUAL GENERAL MEETING

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*Registered office:*

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

*Headquarters:*

Building 9-A  
KongGangRongHuiYuan  
Yuhua Road  
Tianzhu Airport Industrial  
Zone B  
Shunyi District  
Beijing  
People's Republic of China

*Principal place of business*

*in Hong Kong:*  
31st Floor, Tower Two  
Times Square  
1 Matheson Street  
Causeway Bay  
Hong Kong

*Notes:*

1. Any Shareholder 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.
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/she/it were solely entitled thereto, but if more than one of such joint holders be present at the Annual General Meeting the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
3. The form of proxy and 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 Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at Level 54, 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 any adjournment thereof at which the person named in the form of proxy proposes to vote. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting thereof (as the case may be) should you so wish and in such event, the form of proxy will be deemed to have been revoked.
4. The register of members of the Company will be closed from Thursday, 17 June 2021 to Tuesday, 22 June 2021, 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 Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 16 June 2021.
5. The board of directors of the Company has recommended the payment of a final dividend of HK3 cents per Share for the year ended 31 December 2020. 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 Monday, 5 July 2021 to Wednesday, 7 July 2021, 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 Wednesday, 21 July 2021 to the Shareholders whose names appear on the register of members of the Company at the close of business on Wednesday, 7 July 2021. 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Friday, 2 July 2021.
6. The form of proxy for the use at the Annual General Meeting is enclosed herewith.

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## NOTICE OF ANNUAL GENERAL MEETING

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*As at the date of this notice, the executive Directors are Mr. Xiang Jie, Mr. Gong Renyuan and Mr. Yue Zhoumin; the non-executive Directors are Ms. Gao Lei, Mr. Zhu Ming and Ms. Zhang Ling; and the independent non-executive Directors are Mr. Chen Shimin, Mr. Zhang Xuejun, Mr. Leung Ming Shu and Mr. Zhao Hang.*