



# HI SUN TECHNOLOGY (CHINA) LIMITED

高陽科技（中國）有限公司\*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 818)**

## NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “Special General Meeting”) of Hi Sun Technology (China) Limited (the “Company”) will be held at Suite 2316, 23rd Floor, One International Finance Centre, No.1 Harbour View Street, Central, Hong Kong on Tuesday, 28 June 2005 at 10:00 a.m. for the purposes of considering and, if thought fit, passing with or without amendments the following resolutions as ordinary resolutions of the Company:

### ORDINARY RESOLUTIONS

1. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting the listing of, and permission to deal in shares of HK\$0.01 each in the capital of the Company (the “Shares”) which may fall to be allotted and issued upon the exercise of options (the “Options”) which may be granted pursuant to the authority hereby given under the share option scheme adopted by the Company on 29 November 2001 (the “Share Option Scheme”), the grant of Options to subscribe for 33,300,000 Shares, representing 10% of the issued share capital of the Company as at the date of passing of this resolution thereby exceeding the Scheme Mandate Limit, as defined in the circular of the Company dated 13 June 2005 (the “Circular”), be and is hereby approved and confirmed and that the Directors be and are hereby authorized, at their absolute discretion, to grant Options to subscribe for Shares thereunder and to allot, issue and deal with Shares pursuant to the exercise of subscription rights under any Options and to take all such steps as they consider necessary or desirable to implement the Share Option Scheme and to vote on any matter connected therewith notwithstanding that they or any of them may be interested in the same.”
2. “**THAT** subject to the approval of the ordinary resolution no. 1 above, the Directors be and are hereby authorized to do all such acts and to enter into all such transactions, arrangements, and agreements as may be necessary or expedient in order to give full effect to such grant of Options pursuant to the Proposed Grant (as defined in the Circular) including but without limitation:–
  - (i) to administer the Share Option Scheme under which Options will be granted to the Proposed Grantees (as defined in the Circular) under the Share Option Scheme to subscribe for aforesaid Shares; and
  - (ii) to allot, issue and deal with from time to time such number of Shares as may be required to be issued pursuant to the exercise of the Options granted to the Proposed Grantees under the Share Option Scheme and subject to the Rules Governing the Listing of Securities on the Stock Exchange.”

By Order of the Board

**Li Wenjin**

*Executive Director*

Hong Kong, 13 June 2005

\* *For identification purpose only*

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head Office and Principal Place of Business in Hong Kong:*  
Suite 2316, 23rd Floor  
One International Finance Centre  
No.1 Harbour View Street  
Central, Hong Kong

*Notes:–*

- (1) A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
- (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 register of members in respect of the joint holding.
- (3) A form of proxy for use at the meeting is enclosed in the Circular.
- (4) To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, must be deposited at the Company's principal place of business at Suite 2316, 23rd Floor, One International Finance Centre, No.1 Harbour View Street, Central, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- (5) Completion and delivery of the form of proxy will not preclude a shareholder from attending and voting at the meeting if the member so desires.

*As at the date of this announcement, the Board consists of eight executive Directors, namely Cheung Yuk Fung, Kui Man Chun, Lo Siu Yu, Xu Wensheng, Li Wenjin, Chan Yiu Kwong, Xu Chang Jun and Zhou Jian, one non-executive Director, namely Liu Yangsheng, Charles and three independent non-executive Directors, namely Tam Chun Fai, Xu Sitao, Leung Wai Man, Roger.*

“Please also refer to the published version of this announcement in The Standard.”