



# 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 Monday, 12 September 2005 at 10:00 a.m. for the purposes of considering and, if thought fit, passing the following resolution as a special resolution of the Company:

#### SPECIAL RESOLUTION

**"THAT** the Bye-laws of the Company be and are hereby amended in the following manner:-

(A) Bye-law 66

Bye-law 66 be amended by:-

- (i) inserting the words "voting by way of a poll is required by the rules of the Designated Stock Exchange or" after the words "on a show of hands unless" in the third sentence of Bye-law 66;
- (ii) deleting the full-stop at the end of existing Bye-law 66(d) and replacing therewith a semicolon and the word "or"; and
- (iii) inserting the following as new Bye-law 66(e):-
  - "(e) if required by the rules of the Designated Stock Exchange, by the chairman of the meeting and/or the Director or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent. (5%) or more of the total voting rights at such meeting."

(B) Bye-law 68

The existing Bye-law 68 be deleted in its entirety and substituted by the following:

"68. If a poll is duly demanded the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The chairman of the meeting shall, and shall only be required to, disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange."

(C) Bye-law 86

By deleting the last sentence of the existing Bye-law 86(2) and substituting therefor the following new sentence:

"Any Director so appointed shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board), and shall then be eligible for re-election at the meeting."

(D) Bye-law 87

Bye-law 87 be amended by:-

- (i) deleting Bye-law 87(1) in its entirety and substituting therefor the following:

"87.(1) Notwithstanding any other provisions in 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, provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years."
- (ii) inserting the words "and shall continue to act as a Director throughout the meeting at which he retires" after the word "re-election" at the end of the first sentence of Bye-law 87(2).

(E) Bye-law 103

By deleting the words "the Company" and substituting therefor the words "that company," of the existing Bye-law 103(1)(iv)."

By order of the Board  
**Li Wenjin**  
Executive Director

Hong Kong, 18 August 2005

Registered Office:  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

\* For identification purposes only

*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.
- (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 notice, 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 and Leung Wai Man, Roger.*

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