



# 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 of Hi Sun Technology (China) Limited (the "Company") will be held at Room 2416, 24th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong on Monday, 16 April 2007 at 10:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modification) the following as an ordinary resolution of the Company: –

#### ORDINARY RESOLUTION

**"THAT:**

- (a) the conditional acquisition by the Company of enterprise(s) in the People's Republic of China (the "PRC"), directly or through acquisition of their holding company(ies), including or otherwise through the acquisition of Pacific Sheen International Limited (富順國際有限公司) and Hangzhou Baifu Holding Company Limited (杭州百富控股有限公司), a PRC corporation incorporated as the sole direct parent to Hangzhou Hualong Electronic Technology Company Limited (杭州華隆電子技術有限公司) and Hangzhou Hualong Information Technology Company Limited (杭州華隆信息技術有限公司), at an aggregate consideration of RMB300,650,000 (equivalent to approximately HK\$302.9 million) to be satisfied in cash and by the issue of ordinary shares of the Company (the "Shares"), subject to the terms and conditions of the agreement dated 10 February 2007 entered into between the Company and the vendors named therein (the "Acquisition Agreement") (together, the "Acquisition") and the transactions incidental thereto or in connection therewith be approved, confirmed and ratified;
- (b) the allotment and issue of consideration Shares pursuant to the Acquisition and subject to the terms of the Acquisition Agreement be approved, without prejudice to the existing authority of the board of directors of the Company to issue new Shares under the general mandate granted by the shareholders of the Company at the annual general meeting of 23 May 2006; and
- (c) any one director of the Company, so far as permissible under the bye-laws of the Company, be authorised to perform and execute all such matters and documents, with or without amendment and affixation of the common seal of the Company, relating, incidental to or in connection with the Acquisition, the Acquisition Agreement and the transactions contemplated thereunder (including, without limitation, execution of the Acquisition Agreement, a copy of which marked "A" has been produced to the meeting and initialed by the Chairman of the meeting for purpose of identification and the approval for which is hereby confirmed and ratified) as such director may deem appropriate, necessary or expedient."

By Order of the Board  
**LI Wenjin**  
Executive Director

Hong Kong, 30 March 2007

*Head office and principal place of business of the Company:*

Room 2416, 24th Floor  
Sun Hung Kai Centre  
30 Harbour Road  
Wanchai  
Hong Kong

*Notes:*

1. A form of proxy for use at the meeting is enclosed with the circular despatched on 30 March 2007 to the members of the Company.
2. 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 proxy need not be a member.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
4. The instrument appointing a 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 principal place of business of the Company at Room 2416, 24th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
5. 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.
6. Where there are joint holders of any share any one of such joint holder 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 in respect of the joint holding.

*As at the date of this announcement, the Board consists of six executive directors, namely Mr. CHEUNG Yuk Fung, Mr. KUI Man Chun, Mr. XU Wensheng, Mr. LI Wenjin, Mr. CHAN Yiu Kwong and Mr. XU Chang Jun, and three independent non-executive directors, namely Mr. TAM Chun Fai, Mr. XU Sitao and Mr. LEUNG Wai Man, Roger.*

\* For identification purpose only

*Please also refer to the published version of this announcement in  
The Standard and Hong Kong Economic Times.*