

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities nor is it calculated to invite any such offer or invitation. In particular, this announcement does not constitute and is not an offer to sell or a solicitation of any offer to buy securities in Hong Kong, the United States or elsewhere. This announcement does not constitute a prospectus, notice, circular, brochure, advertisement or other document calculated to invite or solicit offers by any person to subscribe for or purchase any securities. It must not be regarded as an inducement to subscribe for or purchase any securities, and no such inducement is intended.

The Global Offering, including the Preferential Offer, will not be made to persons nor open for acceptance by persons in Australia, Malaysia, New Zealand and Papua New Guinea or persons with a registered address in Australia, Malaysia, New Zealand and Papua New Guinea. This announcement does not constitute an offer or invitation for the Offer Shares in Australia, Malaysia, New Zealand and Papua New Guinea. The distribution of this announcement in Australia, Malaysia, New Zealand and Papua New Guinea may be restricted by the applicable laws of these jurisdictions, and this announcement is not for distribution in any of these jurisdictions. Persons who come into possession of this announcement should seek advice on and observe any of such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable laws of these jurisdictions.

Securities may not be offered or sold in the United States absent registration or an exemption from such registration requirement. The securities described herein have not been and will not be registered in the United States.



Hi Sun Technology (China) Limited

高陽科技（中國）有限公司*

(incorporated in Bermuda with limited liability)

(Stock code: 818)

**MAJOR TRANSACTION IN RELATION TO
THE PROPOSED SPIN-OFF AND SEPARATE LISTING OF
PAX GLOBAL TECHNOLOGY LIMITED
ON THE MAIN BOARD OF
THE STOCK EXCHANGE OF HONG KONG LIMITED
PRICE SENSITIVE ANNOUNCEMENT
FINAL OFFER PRICE PER PAX SHARE**

** For identification only*

This announcement is made pursuant to Rule 13.09(1) and Chapter 14 of the Listing Rules. The Board wishes to announce that it has, on 14 December 2010, entered into the International Underwriting Agreement, the Stock Borrowing Agreement and the Price Determination Agreement.

The Board also wishes to announce that the final Offer Price per PAX Share under the Global Offering is HK\$2.88 (excluding brokerage fee, SFC transaction levy fee and the Stock Exchange trading fee) pursuant to the Price Determination Agreement.

As listing of PAX Shares pursuant to the Proposed Spin-off is subject to, among others, the final decision of the Board and the board of directors of PAX, the Proposed Spin-off and Listing may or may not complete. Shareholders and other investors are reminded to exercise caution when dealing in the Shares.

This announcement is made pursuant to Rule 13.09(1) and Chapter 14 of the Listing Rules. Reference is made to (a) the Company's announcement dated 17 September 2010 regarding the possible major transaction in relation to the Proposed Spin-off; (b) the Company's announcement and circular, both dated 8 November 2010, regarding, among other things, the possible major transaction in relation to the Proposed Spin-off and separate listing of PAX; (c) the Company's announcement dated 28 November 2010 regarding the web proof information pack of PAX; (d) the Company's announcement dated 8 December 2010 regarding the publication of the prospectus of PAX, the Preferential Offering, the Over-allotment Option and the offer price range for PAX Shares; and (e) the prospectus of PAX dated 8 December 2010 (the "**Prospectus**"). Unless otherwise specified in this announcement, terms defined in the Company's announcement dated 8 November 2010 shall bear the same meanings when used in this announcement.

INTERNATIONAL UNDERWRITING AGREEMENT

The Board announces that on 14 December 2010, the Company entered into an international underwriting agreement relating to the underwriting of the International Offer (defined as the "Placing" in the Company's announcement dated 8 November 2010) with Digital Investment Limited, Dream River Limited, CITIC Securities Corporate Finance (HK) Limited (the "**Global Coordinator**") and the underwriters to the International Offer (the "**International Underwriting Agreement**").

STOCK BORROWING AGREEMENT

The Board also wishes to announce that on 14 December 2010, the Company entered into the stock borrowing agreement with the Global Coordinator, the stabilising manager appointed in connection with the Global Offering (defined as the “Share Offer” in the Company’s announcement dated 8 November 2010), pursuant to which the Company agreed to lend and the Global Coordinator agreed to borrow up to 47,880,000 PAX Shares, representing up to 15% of the PAX Shares being offered under the Global Offering (the “**Stock Borrowing Agreement**”).

FINAL OFFER PRICE AND PRICE DETERMINATION AGREEMENT

Pursuant to the price determination agreement dated 14 December 2010 entered into between PAX and the Global Coordinator (on behalf of underwriters to the Public Offer and underwriters to the International Offer) (the “**Price Determination Agreement**”), the final Offer Price per PAX Share under the Global Offering was determined to be HK\$2.88 per PAX Share (excluding brokerage fee, SFC transaction levy fee and the Stock Exchange trading fee)

Based on this final Offer Price:—

- (a) the market capitalisation of PAX upon completion of the Global Offering will be between approximately HK\$2,880 million (assuming the Over-allotment Option is not exercised) and approximately HK\$3,018 million (assuming the Over-allotment Option is exercised fully);
- (b) assuming that the Over-allotment Option is not exercised at all, the Company’s interest in PAX will immediately after the completion of the Global Offering be reduced from 60% to approximately 44.4% and the estimated gain to the Company from the Proposed Spin-off will be (before deduction of expenses) approximately HK\$991 million with reference to the Company’s share of the unaudited combined net asset value of the PAX Group as at 30 June 2010 of HK\$287 million, which is calculated based on 60% of the unaudited net asset value of the PAX Group as at 30 June 2010 of HK\$479 million;
- (c) assuming that the Over-allotment Option is exercised in full, the Company’s interest in PAX will immediately after the completion of the Global Offering be reduced from 60% to approximately 42.37% and the estimated gain to the Company from the Proposed Spin-off will be (before deduction of expenses) approximately HK\$991 million with reference to the Company’s share of the unaudited combined net asset value of the PAX Group as at 30 June 2010 of HK\$287 million, which is calculated based on 60% of the unaudited net asset value of the PAX Group as at 30 June 2010 of HK\$479 million.

The actual gain to be recognised by the Company which will be calculated by reference to, amongst other things, the financial position of the PAX Group at the time of completion of the Global Offering, and will be recognised in the consolidated income statement of the Company for the year ending 31 December 2010.

Upon completion of the Global Offering, the PAX Group will cease to be a subsidiary of the Company.

As listing of PAX Shares pursuant to the Proposed Spin-off is subject to, among others, the final decision of the Board and the board of directors of the Company, the Proposed Spin-off may or may not complete. Shareholders and other investors are reminded to exercise caution when dealing in the securities of the Company.

By Order of the Board of
Hi Sun Technology (China) Limited
Li Wenjin
Executive Director

Hong Kong, 15 December 2010

As at the date of this announcement, the Board consists of five executive Directors, namely Mr. Cheung Yuk Fung, Mr. Kui Man Chun, Mr. Xu Wensheng, Mr. Li Wenjin and Mr. Xu Chang Jun; two non-executive Directors, namely Mr. Yang Lei, Raymond and Mr. Chang Kai-Tzung, Richard and three independent non-executive Directors, namely Mr. Tam Chun Fai, Mr. Xu Sitao and Mr. Leung Wai Man, Roger.