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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 (“**Meeting**”) of Hi Sun Technology (China) Limited (“**Company**”) will be held at Room 2515, 25th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong on Thursday, 27 June 2019 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following ordinary resolutions (with or without modifications):

ORDINARY RESOLUTIONS

1. **“THAT** the rules of the share option scheme of Mega Hunt Microelectronics (Beijing) Limited (“**Megahunt Share Option Scheme**”) (a copy of which has been produced to this Meeting marked ‘A’ and initialled by the chairman of the Meeting for the purpose of identification) be amended as follows:

The paragraph headed “4. WHO MAY JOIN” will be amended and replaced as follows:

“The Scheme Participants include the directors or senior management of Hi Sun, Megahunt or its subsidiaries.”

The second paragraph under the section headed “3. PURPOSE” will be amended and replaced as follows:

“When determining the persons who will be offered Options, the Board will assess on an individual basis and will only offer Options to Participants who, in their opinion, have demonstrated significant value to Hi Sun, the Company or its subsidiaries (as the case may be) based on his or her personal attributes and/or historical performance. Furthermore, although it is not a general requirement under the terms of the Scheme for any minimum period for which an Option must be held or any performance targets which must be achieved before any Options granted can be exercised, the Board has

* *For identification purpose only*

discretion on a case-by-case basis or generally to impose such conditions, including (i) minimum periods for which an Option must be held; and/or (ii) minimum performance targets that must be reached before the Option can be exercised in whole or in part; and/or (iii) such other terms as may be imposed at the discretion of the Board on the Options where appropriate.”

The paragraphs under the section headed “5. CONDITIONS TO EXERCISE” will be amended and replaced as follows:

“The exercise of the Options shall be subject to the fulfilment and satisfaction of the following conditions:

- (a) the Grantee shall have been under full time employment of Hi Sun, the Company or its subsidiaries (as the case may be) for at least 5 years on the Exercise Date and the remaining term of employment under his or her employment contract with Hi Sun, the Company or its subsidiaries (as the case may be) shall not be less than 12 months from the Exercise Date; and
- (b) all necessary approvals, consents, waivers and permits (including but not limited to approval from the relevant regulatory bodies) in respect of the exercise of Options having been obtained by the Company and the relevant parties, who shall also ensure that such exercise shall have no adverse effect on the business of the Company.”

The paragraph 12.01 under the section headed “12. TIME OF ACCEPTANCE AND EXERCISE OF OPTION” will be amended and replaced as follows:

“An offer of the grant of the Option may be accepted by a Participant within seven days from the Date of Grant. An Option may be exercised in accordance with and subject to the terms of the Scheme at any time during the Exercise Period, or such other period to be determined and notified by the Board to each Grantee, which period may commence from the date on which the Option becomes exercisable by the Grantee and ending on the tenth anniversary from the Date of Grant of such Option, subject to the provisions for early termination, lapse or cancellation thereof.”

The paragraphs under the section headed “14. LAPSE OF OPTIONS” will be amended and replaced as follows:

“An Option shall lapse automatically (to the extent not already exercised) on a Grantee upon occurrence of any of the following events:

- (1) on termination of employment between the Grantee and Hi Sun, the Company or its subsidiaries (as the case may be);
- (2) the Grantee, in performance of the duties as a director or senior management of Hi Sun, the Company or its subsidiaries (as the case may be) contravenes any of the provisions of the applicable PRC Companies Law or the constitutional documents of Hi Sun, the Company or its subsidiaries (as the case may be) or conducts any acts to the significant detriment of Hi Sun, the Company or its subsidiaries (as the case may be);

- (3) the Grantee, through his or her obvious misconduct, in performance of the duties as a director or senior management of Hi Sun, the Company or its subsidiaries (as the case may be), causes significant loss to Hi Sun, the Company or its subsidiaries (as the case may be);
- (4) the Board, in its absolute discretion, considers the Grantee to be directly responsible for any of the financial losses or deterioration of businesses of the Company or its subsidiaries (as the case may be);
- (5) the Grantee is liable for any criminal offence;
- (6) the Grantee is in breach of any laws, the articles of association or any regulations of Hi Sun, the Company or its subsidiaries (as the case may be) or his or her relevant employment contract with Hi Sun, the Company or its subsidiaries (as the case may be);
- (7) the Grantee is in breach of any rules of the Scheme, including any terms stated by the Board in the offer for grant of an Option;
- (8) the expiry of the Exercise Period in respect of such Option; or
- (9) the termination of the Scheme by the Board.”

and the above amendment to the Megahunt Share Option Scheme be and is hereby approved and adopted and any one director of the Company be and is hereby authorised to do all such acts and execute such documents as may be necessary, desirable or expedient in order to give full effect to the amendment to the Megahunt Share Option Scheme.”

2. “**THAT** subject to the passing of resolution no.1, the grant of option to Mr. Li Li pursuant to Megahunt Share Option Scheme, details of which are set out in the circular of the Company dated 6 June 2019, be and is hereby confirmed, approved and ratified.”
3. “**THAT** subject to the passing of resolution no.1, the grant of option to Mr. Liu Zhan-li pursuant to Megahunt Share Option Scheme, details of which are set out in the circular of the Company dated 6 June 2019, be and is hereby confirmed, approved and ratified.”
4. “**THAT** subject to the passing of resolution no.1, the grant of option to Mr. Xu Changjun pursuant to Megahunt Share Option Scheme, details of which are set out in the circular of the Company dated 6 June 2019, be and is hereby confirmed, approved and ratified.”
5. “**THAT** subject to the passing of resolution no.1, the grant of option to Mr. Xu Wensheng pursuant to Megahunt Share Option Scheme, details of which are set out in the circular of the Company dated 6 June 2019, be and is hereby confirmed, approved and ratified.”

6. “**THAT** subject to the passing of resolution no.1, the grant of option to Mr. Yang Lei pursuant to Megahunt Share Option Scheme, details of which are set out in the circular of the Company dated 6 June 2019, be and is hereby confirmed, approved and ratified.”
7. “**THAT** subject to the passing of resolution no.1, the grant of option to Ms. Song Jie pursuant to Megahunt Share Option Scheme, details of which are set out in the circular of the Company dated 6 June 2019, be and is hereby confirmed, approved and ratified.”

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

6 June 2019

Notes:

- (1) A member of the Company entitled to attend and vote at the meeting (or any adjournment thereof) (the “**Meeting**”) convened by this notice is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (2) A form of proxy for use at the Meeting is enclosed.
- (3) Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the Meeting if the member so desires.
- (4) To be valid, a form of proxy must be duly completed and signed in accordance with the instructions printed thereon and lodged, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, at the principal place of business of the Company at Room 2515, 25th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting.
- (5) Record date (being the last date of registration of any share transfer given there will be no book closure) for determining the entitlement of the shareholders of the Company to attend and vote at the Meeting will be Friday, 21 June 2019. All transfers of shares of the Company accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong Share Registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:30 p.m. on Friday, 21 June 2019.
- (6) All votings on the resolutions in this notice by the members at the Meeting shall be conducted by poll.

As at the date of this notice, 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 Changjun; and three independent non-executive Directors, namely Mr. Tam Chun Fai, Mr. Leung Wai Man, Roger and Mr. Chang Kai-Tzung, Richard.