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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 3:00 p.m. on Thursday, 18 July 2019 at Room 2515, 25th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong to consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

**“THAT:**

- (a) the subscription agreement (“**Subscription Agreement**”) dated 12 February 2019 as amended and restated on 21 May 2019 and entered into between the Company, Shen Zheng, Li Huimin, Xue Guangyu, Ge Xiaoxia (Shen Zheng, Li Huimin, Xue Guangyu and Ge Xiaoxia collectively as the “**Management Shareholders**”), ELECTRUM B.V. (“**Investor**”), VBill Limited (“**VBill (Cayman)**”) and 隨行付支付有限公司 (unofficial English translation for identification purpose only, being VBill Payment Co. Ltd. (“**VBill OPCO**”)) in respect of the subscription for 1,263 new ordinary shares of US\$1 each in the capital of VBill (Cayman) by the Investor (a copy of the Subscription Agreement marked “A” and initialed by the chairman of the Meeting for identification purpose has been tabled at the Meeting) be and is hereby approved, confirmed and ratified and the agreements, arrangement and transactions contemplated thereunder be and are hereby approved;

\* *For identification purpose only*

- (b) the grant of the put option (“**Put Option**”) by VBill (Cayman) to the Investor and the exercise of the Put Option by the Investor as contemplated under and in accordance with the terms of the shareholders’ agreement (“**Shareholders’ Agreement**”) dated 21 May 2019 and entered into between the Management Shareholders, Delia and Grace Technology Limited, Kapok Technology Limited, Yuteng Technology Limited, Just Pay Technology Limited, the Company, the Investor, VBill (Cayman), 北京微碼數據科技有限公司 (unofficial English translation for identification purpose only, being Beijing Microcode Data Technology Co., Ltd.), Chongqing JIM Mobile Business Co. Ltd. and VBill OPCO (a copy of the Shareholders’ Agreement marked “B” and initialed by the chairman of the Meeting for identification purpose has been tabled at the Meeting) be and is hereby approved, confirmed and ratified;
- (c) any one director of the Company (“**Director**”) be and is authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and take such actions as he or she considers necessary, appropriate, desirable and expedient for the purpose of giving effect to or in connection with the Subscription Agreement, the grant and exercise of the Put Option and the agreements, arrangement and transactions contemplated thereunder, and to agree to such variation, amendment or waiver or matters relating thereto as are, in the opinion of such Director, in the interests of the Company and its shareholders as a whole.”

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

Hong Kong, 21 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, 12 July 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 (which will be relocated to Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong with effect from 11 July 2019) for registration no later than 4:30 p.m. on Friday, 12 July 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 Chang Jun; three independent non-executive Directors, namely Mr. Tam Chun Fai, Mr. Leung Wai Man, Roger and Mr. Chang Kai-Tzung, Richard.*