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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** the 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, 25 January 2010 at 10 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions as an ordinary resolutions of the Company:

#### **ORDINARY RESOLUTION**

1. “**THAT**

- (a) (i) the issue of the 600 preference shares of US\$0.001 each in the share capital of Success Bridge Limited (“**Success Bridge**”), subject to and on terms of the conditional subscription agreement (the “**Subscription Agreement**”) dated 24 December 2009 and entered into between the Company and Wise World Group Limited (a copy of which has been produced to this Meeting and marked “**A**” and initialled by the chairman of the Meeting for the purpose of identification); and (ii) all transactions contemplated under the Subscription Agreement including without limitation the entering into and the performance of the shareholders agreement (“**Shareholders Agreement**”) (a copy of the agreed form of which has been produced to this Meeting and marked “**B**” and initialled by the chairman of the Meeting for the purpose of identification) as more particularly described in the circular of the Company dated 8 January 2010 (including but not limited to (x) the acquisition by the Company of all the SBL Preference Shares from the holder(s) (“**SBL Preference Shareholders**”) of SBL Preference Shares and ordinary shares of Success Bridge (“**SBL Ordinary Shares**”) issued on conversion of SBL Preference Shares on the exercise of the exchange rights (“**Exercise Rights**”) of such SBL Preference Shareholders, (y)

\* *For identification purpose only*

the transfer by the Company to the SBL Preference Shareholders of its SBL Ordinary Shares if the audited net profit (the “2010 SBL Net Profit”) of Success Bridge for the year ending 2010 calculated in accordance with the Shareholders Agreement is less than RMB450,000,000, (z) the acquisition by the Company from the SBL Preference Shareholders of their SBL Preference Shares and/or SBL Ordinary Shares if the 2010 SBL Net Profit is RMB500,000,000 or more), be and are hereby approved and that the directors of the Company be and are hereby authorised to do all things and acts which they consider necessary, desirable or expedient in connection with the Subscription Agreement, the Shareholders Agreement and the transactions contemplated thereunder; and

- (b) the issue and allotment of new ordinary shares in the share capital of the Company pursuant to the exercise by the SBL Preference Shareholders of the Exercise Rights at the initial exercise price of HK\$4.5 each (subject to adjustments pursuant to the Shareholders Agreement) be and is hereby approved, and that the directors of the Company be and are hereby authorised to do all things and acts which they consider necessary, desirable or expedient in connection with such issue.”

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

Hong Kong, 8 January 2010

*Head office and principal place of business in Hong Kong:*

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 8 January 2010 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 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, 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.*