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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Hi Sun Technology (China) Limited (the “Company”) will be held at Room 2515, 25th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong on Tuesday, 18 May 2021 at 3:00 p.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors of the Company (the “Directors”) and the auditors of the Company for the year ended 31 December 2020;
2. To re-elect Mr. Kui Man Chun as a Director;
3. To re-elect Mr. Li Wenjin as a Director;
4. To re-elect Mr. Chang Kai-Tzung, Richard as a Director;
5. To authorise the Board of Directors to fix the remuneration of the Directors;
6. To re-appoint PricewaterhouseCoopers as auditors of the Company and to authorise the Board of Directors to fix their remuneration;

* *For identification purpose only*

As special business, to consider and, if thought fit, pass, with or without modifications, the following as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

7. “**THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period (as hereinafter defined) to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and any securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares of the Company allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any option granted under all the share option scheme or similar arrangement of the Company for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company in force from; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing warrants or securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed 20% of the total number of the issued shares of the Company as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiry of the period within which the next annual general meeting of the Company is required by law or the Bye-laws to be held; and

- (iii) the passing of an ordinary resolution by the shareholders of the Company in a general meeting revoking or varying the authority given to the Directors by this resolution.

“Rights Issue” means an offer of shares of the Company or issue of option, warrants or other securities giving the right to subscribe and/or exchange for shares to the holders of shares of the Company, or any class thereof, whose name appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) in proportion to their holdings of such shares (or, where appropriate, such other securities) (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

8. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares in the share capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised by The Securities and Futures Commission of Hong Kong (the “Securities and Futures Commission”) and the Stock Exchange for such purpose, subject to and in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange or any other stock exchange as amended from time to time and all applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company authorised to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of the issued shares of the Company as at the date of the passing of this resolution, and the said approval shall be limited accordingly (assuming there is no change to the total number of issued shares of the Company from the date of this notice to the date of the passing of this resolution, the maximum number of ordinary shares of the Company that may be repurchased under this resolution is 277,683,383); and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiry of the period within which the next annual general meeting of the Company is required by law or the Bye-laws to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in a general meeting revoking or varying the authority given to the Directors by this resolution.”

9. “**THAT** subject to the passing of resolutions No. 7 and No. 8 set out in this notice, the general mandate granted to the Directors to allot, issue and deal with additional shares pursuant to resolution No. 7 set out in this notice be and is hereby extended by the addition thereto of the total number of the issued shares of the Company to be repurchased by the Company under the authority granted pursuant to resolution no. 8 set out in this notice, provided that the total number of issued shares so repurchased shall not exceed 10% of the total number of the issued shares of the Company as at the date of passing this resolution.”
10. “**THAT** subject to and conditional upon the Stock Exchange granting the listing of and permission to deal in any shares of the Company (“Shares”) to be issued pursuant to the exercise of options (“Options”) to subscribe for Shares granted pursuant to the new share option scheme of the Company (the “Share Option Scheme 2021”), the rules of which are contained in the document marked “A” produced to the meeting and for the purposes of identification signed by the Chairman thereof, the Share Option Scheme 2021 be and is hereby approved and adopted with immediate effect and the directors of the Company be and are hereby authorized to do all such acts and to enter into all such transactions, arrangements, amendments and agreements as may be necessary or expedient in order to give full effect to the Share Option Scheme 2021 including but without limitation:
- (i) to administer the Share Option Scheme 2021 under which Options may be granted to participants eligible under the Share Option Scheme 2021;
 - (ii) to modify and/or amend the Share Option Scheme 2021 from time to time provided that such modification and/or amendment is effected in accordance with the terms of the Share Option Scheme 2021 relating to modification and/or amendment of the Share Option Scheme 2021;
 - (iii) to issue and allot from time to time such number of Shares in the capital of the Company as may be required to be issued pursuant to the exercise of Options under the Share Option Scheme 2021 provided always that the total number of Shares subject to the Share Option Scheme 2021, when aggregated with any Shares subject to any other share option schemes of the Company, shall not exceed 10 per cent. of the relevant class of securities of the Company in issue as at the date of passing this resolution, but the Company may seek approval of its shareholders in general meeting for refreshing the 10 per cent. limit under the Share Option Scheme 2021 and the maximum number of Shares in respect of which Options may be granted under the Share Option Scheme 2021 and any other share option schemes of the Company shall not exceed 30 per cent. of the relevant class of securities of the Company in issue from time to time;
 - (iv) to make application at the appropriate time or times to the Stock Exchange for listing of and permission to deal in any Shares which may hereafter from time to time be issued and allotted pursuant to the exercise of the Options under the Share Option Scheme 2021; and

- (v) to consent, if they so deem fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the Share Option Scheme 2021.”

By Order of the Board of Directors
Hi Sun Technology (China) Limited
Hui Lok Yan
Company Secretary

Hong Kong, 13 April 2021

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 or authority, at the principal place of the 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 Annual General Meeting will be Wednesday, 12 May 2021. 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 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 12 May 2021.
- (6) With regard to resolutions no. 2 to no. 4 in this notice, the Board of Directors proposes that the Directors, namely, Mr. Kui Man Chun, Mr. Li Wenjin and Mr. Chang Kai-Tzung, Richard be re-elected as Directors. The particulars of these Directors are set out in Appendix II to the circular to the shareholders dated 13 April 2021.
- (7) 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.