

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold all your shares in **Hi Sun Group Limited (the "Company")**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



**HI SUN GROUP LIMITED**

**高陽集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 0818)**

## **PROPOSED CHANGE OF COMPANY NAME**

The notice convening the special general meeting of the Company to be held at Suite 2316, 23rd Floor, One International Finance Centre, No.1 Harbour View Street, Central, Hong Kong on 28 February 2005 at 10:00 a.m. (the "Special General Meeting") is set out on page 6 of this circular. A form of proxy for use at the Special General Meeting is enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the principal place of business of the Company at Suite 2316, 23rd Floor, One International Finance Centre, No. 1 Harbour View Street, Central, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the Special General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Special General Meeting or any adjourned meeting if they so wish.

\* For identification purpose only

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## DEFINITIONS

*In this circular, unless the context requires otherwise, the following expressions have the following meanings:*

“Board”	the board of directors of the Company
“Bye-laws”	the bye-laws of the Company as may be amended from time to time
“Company”	Hi Sun Group Limited (高陽集團有限公司*), a company incorporated in Bermuda with limited liability and the Shares of which are listed on the Stock Exchange
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Share(s)”	ordinary shares of HK\$0.01 each in the share capital of the Company
“Special General Meeting”	the special general meeting of the Company to be held at Suite 2316, 23rd Floor, One International Finance Centre, No. 1 Harbour View Street, Central, Hong Kong on 28 February 2005 at 10:00 a.m.
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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LETTER FROM THE BOARD



**HI SUN GROUP LIMITED**

**高陽集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 0818)**

*Executive Directors:*

Cheung Yuk Fung (*Chairman*)

Kui Man Chun

Lo Siu Yu

Xu Wensheng

Li Wenjin

Chan Yiu Kwong

Xu Chang Jun

Zhou Jian

*Independent Non-Executive Directors:*

Tam Chun Fai

Xu Sitao

Leung Wai Man, Roger

*Registered Office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Head Office and*

*Principal Place of Business:*

Suite 2316, 23rd Floor

One International Finance Centre

No. 1 Harbour View Street

Central, Hong Kong

4 February 2005

*To the shareholders*

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME**

**INTRODUCTION**

The Board proposes to change the name of the Company from “Hi Sun Group Limited” to “Hi Sun Technology (China) Limited” and to change the Chinese name of the Company from “高陽集團有限公司” to “高陽科技(中國)有限公司” for identification purpose only. The purpose of this circular is to provide you with information regarding the proposed change of name of the Company, and to seek your approval of the special resolution relating to the same at the Special General Meeting.

\* For identification purpose only

## LETTER FROM THE BOARD

### PROPOSED CHANGE OF COMPANY NAME

The Group is an IT solution provider with focus on the provision of IT related consultancy and services. To better describe the scope of business of the Company, the Board proposes that the name of the Company be changed from “Hi Sun Group Limited” to “Hi Sun Technology (China) Limited” and that the Chinese name of the Company be changed from “高陽集團有限公司” to “高陽科技(中國)有限公司” for identification purpose only. A special resolution will be proposed at the Special General Meeting for the shareholders of the Company to consider and, if thought fit, approve such change of company name.

The proposed change of company name will be subject to the passing of the special resolution by the shareholders of the Company at the Special General Meeting and subject to the Registrar of Companies in Bermuda granting approval for such change. As soon as the special resolution is passed at the Special General Meeting, the Company will carry out the necessary filing procedures with the Registrar of Companies in Bermuda and with the Registrar of Companies in Hong Kong.

Subject to the above conditions being fulfilled, the effective date of the proposed new name of the Company will be the date on which the new name of the Company is entered by the Registrar of Companies in Bermuda on the register in place of the existing name. Upon the proposed change of name of the Company becoming effective, the English name of the Company will be changed to “Hi Sun Technology (China) Limited” and the Chinese name will be changed to “高陽科技(中國)有限公司” for identification purpose only.

An announcement will be made upon the proposed change of name of the Company becoming effective.

### LISTING AND DEALINGS

The proposed change of name of the Company will not affect any of the rights of the shareholders of the Company. Upon the proposed change of name becoming effective, all existing share certificates in issue bearing the existing name of the Company will continue to be evidence of title to the Shares and will continue to be valid for trading, settlement and delivery for the same number of Shares in the new name of the Company. Once the proposed change of name has become effective, any issue of share certificates of the Company thereafter will be in the new name of the Company and the securities of the Company will be traded on the Stock Exchange in the new name. Accordingly, there will be no special arrangement for free exchange of existing share certificates for new share certificates under the proposed new name. However upon the effective date of the proposed change of name, upon any specific request by shareholders of the Company, exchange of share certificates for new share certificates may be effected on payment of a fee of HK\$2.50 (or such higher amount as may from time to time allowed by the Stock Exchange) for each share certificate issued or cancelled. Unless otherwise instructed, new share certificates of the Company will be issued in board lots of 1,000.

## LETTER FROM THE BOARD

### RIGHT TO DEMAND A POLL

Pursuant to Bye-law 66 of the Bye-laws, a resolution put to the vote of a meeting shall be decided on a show of hands unless (before or on the declaration of the results of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (a) by the chairman of the meeting; or
- (b) by at least three members present in person (or in the case of a member being a corporation by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (c) by a member or members present in person (or in the case of a member being a corporation by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting; or
- (d) by a member or members present in person (or in the case of a member being a corporation by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which the aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

A demand by a person as proxy for a member or in the case of a member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by a member.

### SPECIAL GENERAL MEETING

Set out on page 6 of this circular is the notice of the Special General Meeting at which a special resolution will be proposed for the shareholders of the Company to consider and, if thought fit, approve the change of the name of the Company.

A form of proxy for use at the Special General Meeting is enclosed with this circular. Whether or not you intend to be present at the meeting, you are requested to complete the form of proxy and return it to the Company in accordance with the instructions printed thereon as soon as possible but in any event not less than 48 hours before the time appointed for holding of the Special General Meeting or any adjournment thereof. Completion and return of the form of proxy will not prevent shareholders of the Company from attending and voting at the Special General Meeting (or any adjournment thereof) if they so wish.

## LETTER FROM THE BOARD

### RECOMMENDATION

The Board considers that the proposed change of name of the Company is in the best interests of the Group and its shareholders as a whole. The Board therefore recommends the shareholders of the Company to vote in favour of the special resolution as set out in the notice of the Special General Meeting contained herein.

By Order of the Board

**CHAN Yiu Kwong**

*Executive Director*

## NOTICE OF SPECIAL GENERAL MEETING



### HI SUN GROUP LIMITED

高陽集團有限公司\*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 0818)**

### NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting of Hi Sun Group Limited (the “Company”) will be held at Suite 2316, 23rd Floor, One International Finance Centre, No. 1 Harbour View Street, Central, Hong Kong on 28 February 2005 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution which will be proposed as a special resolution of the Company:

#### SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the Registrar of Bermuda granting approval for the change of name of the Company, the English name of the Company be changed to “**Hi Sun Technology (China) Limited**” and the Chinese name of the Company be changed to “**高陽科技(中國)有限公司**” (for identification purpose only) and **THAT** the directors of the Company be and are hereby authorized to do all such acts, deeds and things as they may, in their absolute discretion, deem fit, to effect and implement the change of name of the Company.”

By Order of the Board  
**CHAN Yiu Kwong**  
*Executive Director*

Hong Kong, 4 February 2005

*Notes:*

1. Any member of the Company entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. The proxy need not be a member of the Company.
2. To be valid, a form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof, must be lodged at the principal place of business of the Company at Suite 2316, 23rd Floor, One International Finance Centre, No. 1 Harbour View Street, Central, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof.

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