#### 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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Hi Sun Technology (China) limited, you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

# PROPOSED SHARE PREMIUM REDUCTION AND SUBDIVISION OF SHARES AND CHANGE OF BOARD LOT SIZE

A notice convening the special general meeting to be held on Wednesday, at 10:00 a.m. on 28 June 2006 at Room 2416, 24th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong is set out on pages 13 to 14 of this circular. Whether or not you are not able to attend the special general meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon to the Company's principal place of business at Room 2416, 24th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the special general meeting or any adjournment thereof if they so wish.

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#### **DEFINITIONS**

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

"Agent" Tai Fook Securities Company Limited, a deemed

licensed corporation under the Securities and Future Ordinance (Chapter 571) of the Laws of Hong Kong;

"Board" the board of directors of the Company;

"Bye-laws" the bye-laws of the Company as amended,

supplemented or modified from time to time;

"CCAS" the Central Clearing and Settlement System established

and operated by HKSCC;

"Company" Hi Sun Technology (China) Limited (高陽科技(中國)

有限公司), a company incorporated in Bermuda with limited liability and the shares of which are listed on

the main board of the Stock Exchange;

"Companies Act" the Companies Act 1981 of Bermuda (as amended from

time to time);

"Directors" the directors of the Company;

"HK\$" Hong Kong Dollars, the lawful currency in Hong Kong;

"HKSCC" Hong Kong Securities Clearing Company Limited;

"Hong Kong" the Hong Kong Special Administrative Region of the

People's Republic of China;

"Latest Practicable Date" 2 June 2006, being the latest practicable date prior to

the printing of this circular for ascertaining certain

information contained herein;

"Listing Rule" the Rules Governing the Listing of Securities on the

Stock Exchange;

"Share Option Scheme" the share option scheme adopted by the Company

pursuant to the resolutions of the Shareholders on 29

November 2001;

"Share Premium Reduction" the proposed cancellation of the entire amount

standing to the credit of the share premium account of the Company as at 31 December 2005 as described in the section above headed "Share Premium

Reduction";

#### **DEFINITIONS**

"Share Subdivision" the subdivision of Shares into four shares of HK\$0.0025

each;

"Share(s)" existing ordinary share(s) of HK\$0.01 each in the

capital of the Company;

"Shareholder(s)" holder(s) of Share(s) in issue;

"Subdivided Share(s)" ordinary share(s) of HK\$0.0025 each in the share

capital of the Company upon completion of the Share

Subdivision;

"SGM" the special general meeting of the Company to be held

on 28 June 2006 to consider and approve, among other things, the Share Premium Reduction and the Share

Subdivision;

"Stock Exchange" The Stock Exchange of Hong Kong Limited;

"Subscription Agreement" the subscription agreement dated 9 November 2004

entered into between the Company, Turbo Speed and two other subscribers in relation to the subscription

of convertible preference shares;

"Turbo Speed" Turbo Speed Technology Limited, a company

incorporated in the British Virgin Islands and a wholly-

owned subsidiary of the Company; and

"%" per cent.

#### **EXPECTED TIMETABLE**

It is currently expected that the Share Subdivision will become effective on 29 June 2006. The expected timetable for the implementation of the Share Subdivision and the associated trading arrangement are set out as follows:

2006

Latest time for lodging forms of proxy for the SGM
SGM
Publication of further announcement for the effectiveness of Share Subdivision
Effective date of the Share Subdivision
Dealings in the Subdivided Shares commence
Original counter for trading in existing Shares in board lots of 1,000 Shares temporarily closes
Temporary counter for trading in board lots of 4,000 Subdivided Shares (in the form of certificates of existing Shares ("Existing Share Certificates")) opens
First day of free exchange of Existing Share Certificates for new certificates for the Subdivided Shares  ("New Share Certificates")
Original counter for trading in Subdivided Shares in board lots of 3,000 Subdivided Shares (in the form of New Share Certificates) re-opens
Parallel trading in Subdivided Shares (in the form of New Share Certificates and the Existing Share Certificates) commences

#### **EXPECTED TIMETABLE**

Parallel trading in Subdivided Shares (in the form of
New Share Certificates and the Existing Share
Certificates) ends
Thursday, 3 August
Temporary counter for trading in board lots of 4,000
Subdivided Shares (in the form of Existing
Share Certificates) closes
Thursday, 3 August
Last day for free exchange of Existing Share
Certificates for the New Share Certificates
Matching service for the sale and purchase of
odd lots of Subdivided Shares from Thursday, 13 July to
Thursday, 3 August



## HI SUN TECHNOLOGY (CHINA) LIMITED 高陽科技(中國)有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock code: 818)

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

LEUNG Wai Man, Roger

XU Sitao

Registered Office:

Clarendon House

2 Church Street Hamilton HM11

Bermuda

Head Office and Principal

Place of Business:

Room 2416, 24th Floor

Sun Hung Kai Centre

30 Harbour Road

Wanchai

Hong Kong

Hong Kong, 5 June 2006

To the Shareholders

Dear Sir/Madam,

# PROPOSED SHARE PREMIUM REDUCTION AND SUBDIVISION OF SHARES AND CHANGE OF BOARD LOT SIZE

#### **INTRODUCTION**

The Board announced on 24 May 2006 that it intends to put forward to the Shareholders for approval on the proposals relating to the Share Premium Reduction, Share Subdivision and change of board lot size. The purpose of this circular are to provide you with information regarding the resolutions to be proposed at the SGM in relation to the Share Premium Reduction and the Share Subdivision.

<sup>\*</sup> For identification purpose only

#### I. SHARE PREMIUM REDUCTION

The Board proposes to cancel the entire amount standing to the credit of the share premium account of the Company as at 31 December 2005. As at 31 December 2005, the amount standing to the credit of the share premium account and accumulated losses of the Company amounted to HK\$100,556,000 and HK\$57,431,000 respectively. It is proposed that part of the credit arising from the share premium account of the Company in the sum of HK\$57,431,000 will be used to offset the accumulated losses in full and the remaining balance of the credit arising from the Share Premium Reduction in the sum of HK\$43,125,000 will be transferred to the contributed surplus account of the Company. As a result, the amount standing to the credit of the contributed surplus account of the Company will increase from HK\$3,293,000 to HK\$46,418,000.

The Share Premium Reduction is subject to the conditions set out in the paragraph headed "Conditions of the Share Premium Reduction" below.

#### Reasons for the Share Premium Reduction

As at 31 December 2005, the Company's audited financial statements showed that the Company had accumulated losses of HK\$57,431,000. The Board proposes that, subject to the conditions set out below, the entire amount standing to the credit of the share premium account of the Company be cancelled and part of the credit arising therefrom be used to offset against the accumulated losses in full.

Assuming the Share Premium Reduction becomes effective and the accumulated losses are set off in full, the Company would then have no accumulated losses carry forward and would be able to declare dividends to the Shareholders at an earliest opportunity in the future as and when the Board considers appropriate. The remaining balance of the credit arising from the Share Premium Reduction being transferred to the contributed surplus account of the Company also enables the Directors to make a distribution to Shareholders out of the contributed surplus account as and when they consider it appropriate to do so. The Directors do not have present intention to use any funds in the contributed surplus account or to make distribution to its Shareholders.

#### Effect of the Share Premium Reduction

Save for the expenses to be incurred in relation to the Share Premium Reduction, the Board considers that the implementation of the Share Premium Reduction will not, in itself, alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests of the Shareholders in the underlying assets of the Company. The Board considers that the Share Premium Reduction is in the interests of the Company and the Shareholders as a whole.

#### Conditions of the Share Premium Reduction

The Share Premium Reduction is conditional upon:

- (a) the passing of a special resolution to approve the Share Premium Reduction at the SGM; and
- (b) the publication of a notice in relation to the Share Premium Reduction in Bermuda in accordance with the requirement of the Companies Act.

The conditions cannot be waived. Assuming the above conditions are fulfilled, it is expected that the Share Premium Reduction will become effective on the date of passing the relevant resolution to approve the Share Premium Reduction.

#### II. SUBDIVISION OF SHARES AND CHANGE OF BOARD LOT SIZE

By an announcement dated 24 May 2006, the Board announced that the Company would put to its Shareholders a proposal that each of the existing issued and unissued Shares of HK\$0.01 each in the share capital of the Company be subdivided into four shares of HK\$0.0025 each. The Share Subdivision will become effective upon the fulfillment of the conditions set out below. The Shares are currently traded in board lots of 1,000 Shares. Upon the Share Subdivision becoming effective, the Subdivided Shares will be traded in board lots of 3,000 Subdivided Shares. The change of board lot size will not result in any change in the relative rights of the Shareholders.

The Board believes that the Share Subdivision will improve the liquidity in trading of the Shares, thereby enabling the Company to attract more investors and widen the Company's shareholder base. Given the prevailing market conditions, a more liquid market will provide more flexibility for the investors to buy and sell the shares of the Company. Accordingly, the Board considers the Share Subdivision to be in the best interests of the Company and its Shareholders.

Save for the costs to be incurred by the Company in implementing the Share Subdivision, the Share Subdivision will not alter the underlying assets, business operations, management or financial position of the Company or the proportional interests of the Shareholders. The Board considers that the Share Subdivision will not have any adverse effect on the financial position of the Company.

#### **Shareholding Structure**

As at the Latest Practicable Date, the authorized share capital of the Company is HK\$10,000,000, divided into 1,000,000,000 Shares, of which 409,054,030 Shares are in issue and fully paid. Assuming that no further Shares will be issued or repurchased after the Latest Practicable Date and prior to the Share Subdivision becoming effective, the effect of the Share Subdivision is set out as follows:

	Share Subdivision	Share Subdivision
Par Value of each share	HK\$0.01	HK\$0.0025
Number of authorized shares	1,000,000,000	4,000,000,000
Authorized share capital	HK\$10,000,000	HK\$10,000,000
Number of shares in issue	409,054,030	1,636,216,120
Issued share capital	HK\$4,090,540.30	HK\$4,090,540.30
Number of unissued shares	590,945,970	2,363,783,880
Unissued share capital	HK\$5,909,459.70	HK\$5,909,459.70

Prior to the

After the

The Subdivided Shares will rank pari passu in all respects with each other and the Share Subdivision will not result in any change in the relative rights of the Shareholders.

#### Conditions of the Share Subdivision

The Share Subdivision is conditional upon:

- (a) the passing of an ordinary resolution by the Shareholders at the SGM; and
- (b) the Listing Committee of the Stock Exchange granting the listing of and permission to deal in the Subdivided Shares.

## III. ADJUSTMENTS TO SHARE OPTIONS AND CONVERTIBLE PREFERENCE SHARES

As at the Latest Practicable Date, there are outstanding share options granted under the Share Option Scheme to subscribe for 56,300,000 Shares. The Share Subdivision will lead to an adjustment to the exercise price of the outstanding options and the number of Shares to be issued by the Company upon exercise of the outstanding options. For share options with exercise period between 18 March 2004 to 17 March 2014, the number of shares to be issued by the Company upon full exercise of such options will be increased from 23,000,000 Shares to 92,000,000 Subdivided Shares and the subscription price will be adjusted from HK\$0.374 per Share to HK\$0.0935 per Subdivided Share. For share options with exercise period between 26 September 2005 to 25 September 2015, the number of shares to be issued by the Company upon full exercise of such options will be increased from 33,300,000 Shares to 133,200,000 Subdivided Shares and the subscription price will be adjusted from HK\$0.768 per Share to HK\$0.192 per Subdivided Share. The calculation of the adjustments has been reviewed and confirmed by the Company's auditor pursuant to rule 17.03(13) of the Listing Rules.

Turbo Speed, a wholly owned subsidiary of the Company has entered into the Subscription Agreement on 9 November 2004 with the subscribers in relation to a subscription of convertible preference shares of Turbo Speed. The convertible preference shares have been issued and allotted to the subscribers on 29 April 2005. Pursuant to the terms of the Subscription Agreement, the convertible preference shares may be converted into the Shares upon the exercise of the convertible rights attached thereto. As at the Latest Practicable Date, a total of 26,000,000 Shares will be issued pursuant to the exercise of the conversion rights in full at a conversion price of HK\$1.2 per Share (subject to adjustment). The Share Subdivision will lead to an adjustment to the conversion price of the convertible preference shares and the number of Shares to be issued by the Company upon full conversion of the convertible preference shares will be increased from 26,000,000 Shares to 104,000,000 Subdivided Shares and the conversion price will be adjusted from HK\$1.2 per Share to HK\$0.30 per Subdivided Share.

#### IV. LISTING AND DEALING

An application will be made to the Stock Exchange for the listing of and permission to deal in the Subdivided Shares arising from the Share Subdivision.

Subject to the granting of the listing of, and permission to deal in, the Subdivided Shares on the Stock Exchange, the Subdivided Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Subdivided Shares on the Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

For those persons whose interests in the Company are currently held through CCASS, dealings in the Subdivided Shares are expected to be capable of settlement through CCASS with effect from the commencement date of dealings in the Subdivided Shares on the Stock Exchange and without any need on the part of such persons to deposit new share certificates in respect of the Subdivided Shares with HKSCC.

#### V. FREE EXCHANGE OF SHARE CERTIFICATES

Subject to fulfillment of the conditions set out above and the Share Subdivision taking effect, it is expected that as from 29 June 2006, New Share Certificates will be issued in board lots of 3,000 Subdivided Shares. The Existing Share Certificates will only be valid for delivery, trading and settlement purposes for the period up to 4:00 p.m. on 3 August 2006 and thereafter will not be accepted for delivery, trading and settlement purposes. However, the Existing Share Certificates will continue to be good evidence of legal title to the Subdivided Shares on the basis of one Share for four Subdivided Shares and may be exchanged free of charge for the New Share Certificates for Subdivided Shares upon submission of the Existing Share Certificates to Tengis Limited at 26th Floor, Tesbury

Centre, No. 28 Queen's Road East, Hong Kong, the Company's branch share registrars in Hong Kong, between 9:00 a.m. and 4:30 p.m. from 29 June 2006 to 7 August 2006 (both days inclusive).

After 4:30 p.m. on 7 August 2006, the Existing Share Certificates will remain effective as document of title on the basis of one Share for four Subdivided Shares and may be exchanged for New Share Certificates at any time on payment of a prescribed fee. It is expected that New Share Certificates will be available for collection within a period of 10 business days after the submission of the Existing Share Certificates.

The New Share Certificates will be issued in orange colour in order to distinguish them from Existing Share Certificates which are in blue colour.

#### VI. TRADING ARRANGEMENT FOR SUBDIVIDED SHARES

Subject to the Share Subdivision becoming effective, dealings in the Subdivided Shares are expected to commence on Thursday, 29 June 2006. Parallel trading arrangements will be established with the Stock Exchange and will be operated from Thursday, 13 July 2006 to Thursday, 3 August 2006 (both days inclusive). Full details of the expected timetable and trading arrangements are set out on pages 3 to 4 of this circular.

#### VII. SPECIAL GENERAL MEETING

Set out on pages 13 to 14 of this circular is the notice of SGM to be held at Room 2416, 24th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong on Wednesday, 28 June 2006 at 10:00 a.m., at which resolutions will be proposed to approve the Share Subdivision and Share Premium Reduction.

A proxy form for use at the SGM is enclosed herein. Whether or not you intend to attend the SGM, you are requested to complete the proxy form and return it to the head office and principal place of business of the Company in Hong Kong at Room 2416, 24th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the SGM if you so wish.

#### VIII. ARRANGEMENT ON ODD LOT TRADING

In order to facilitate the trading of odd lots of Subdivided Shares as a result of the Share Subdivision and the change of the board lot size, the Company will appoint a broker (the "Agent") to act as agent in providing a "matching service" to those shareholders who wish to top-up or sell their holdings of odd lots of the Subdivided Shares.

The Agent will provide the service to match the sale and purchase of odd lots of Subdivided Shares during the period from 13 July 2006 to 3 August 2006 both dates inclusive. Holders of Subdivided Shares in odd lots who wish to take advantage of this facility either to dispose of or top-up their odd lots to a board lot of 3,000 Subdivided

Shares may, directly or through their brokers, contact Mr. Gilbert Lam of the Agent at (852) 2160 9963 during such period. Shareholders should note that successful matching of the sale and purchase of odd lots of Subdivided Shares is not guaranteed and will depend on there being adequate amounts of odd lots of Subdivided Shares available for such matching.

Shareholders are recommended to consult their professional advisers if they are in any doubt about the matching facility described above.

#### IX. PROCEDURES FOR DEMANDING A POLL

Pursuant to the existing Bye-law 66, a resolution put to the vote of a general meeting shall be decided on a show of hands unless voting by way of a poll is required by the rules of the Designated Stock Exchange or (before or on the declaration of the result 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 authorized 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 authorized representative) or by proxy and representing not less than one-tenth of the total voting rights of all the 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 authorized representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right; or
- (e) if required by the rules of the Designated Stock Exchange by the chairman of the meeting and/or the Director or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent. (5%) or more of the total voting rights at such meeting.

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

#### X. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, opinions expressed in this circular have been arrived at after due and careful consideration and there are no other facts the omission of which would make any statement in this circular misleading.

#### XI. RECOMMENDATION

The Directors consider that the proposed Share Subdivision, Share Premium Reduction and change of board lot size are in the interests of the Company and its Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the resolutions to be proposed at the SGM.

Yours faithfully,
By Order of the Board
LI Wenjin
Executive Director

#### NOTICE OF SPECIAL GENERAL MEETING



### 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 IS HEREBY GIVEN that a special general meeting (the "SGM") 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 at 10:00 a.m. on Wednesday, 28 June 2006 for the purpose of considering and, if thought fit, passing with or without amendment the following resolutions which will be proposed as an ordinary resolution and special resolution:—

#### ORDINARY RESOLUTION

#### 1. "THAT:

subject to and conditional upon the Listing Committee of the Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Subdivided Shares (as hereinafter defined) to be resulted from the Share Subdivision (as hereinafter defined), each of the existing issued and unissued shares of HK0.01 in the share capital of the Company be and is hereby subdivided into four shares of HK\$0.0025 each (the "Subdivided Shares") with effect from the business day immediately following the day on which this resolution is passed (the "Share Subdivision") and the directors of the Company be authorised to issue new share certificates in respect of the Subdivided Shares to holders of existing shares of the Company pursuant to the Share Subdivision and to do all things and execute all documents as they shall, in their absolute discretion, deem appropriate to effect and implement the Share Subdivision."

#### SPECIAL RESOLUTION

#### 2. "THAT:

(i) subject to compliance with section 46 of the Companies Act 1981 of Bermuda and with effect from the date of the passing of this resolution (the "Effective Date"), the entire amount standing to the credit of the share premium account of the Company as at 31 December 2005 be cancelled (the "Share Premium Reduction") and the directors of the Company be and are hereby authorized to apply part of the credit arising from the aforesaid reduction of the share premium account of the Company in the sum of HK\$57,431,000 to offset the accumulated losses of the Company in full and the remaining balance of the credit arising therefrom in the sum of HK\$43,125,000 be transferred to the contributed surplus account of the Company in accordance with the Bye-laws of the Company and all applicable laws (the "Application of Credit"); and

<sup>\*</sup> For identification purposes only

#### NOTICE OF SPECIAL GENERAL MEETING

(ii) the board of directors of the Company (the "Board") be and is hereby authorised to do all other acts and things and take such action as may in the opinion of the Board be necessary desirable or appropriate to implement and give effect to the Share Premium Reduction and the Application of Credit."

By Order of the Board

LI Wenjin

Executive Director

Hong Kong, 5 June 2006

Notes:

- (1) A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
- (2) Where there are joint holders of any share any one of such joint holders 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 of members in respect of the joint holding.
- (3) A form of proxy for use at the meeting is enclosed.
- (4) To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, must be deposited at the Company's principal place of business at Room 2416, 24th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- (5) Completion and return of the form of proxy will not preclude a member from attending and voting at the meeting if the member so desires.