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If you are in 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 or transferred all your shares in **Hi Sun Technology (China) Limited** (the “Company”), you should at once hand this circular and the Annual Report 2010 of the Company with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or 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)

**GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES,
ADOPTION OF SHARE OPTION SCHEME 2011,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of the Company to be held at Room 2515, 25th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong on 29 April 2011, Friday at 2:30 p.m. is set out in Appendix IV to this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the principal place of business of the Company at Room 2515, 25th 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 the holding of the Annual General Meeting. Completion and return of the form of proxy will not preclude shareholders of the Company from attending and voting in person at the Annual 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 otherwise requires, the following expressions shall have the following meanings:

“Adoption Date”	means the date on which the Share Option Scheme 2011 be adopted by Ordinary Resolution of the Company in the Annual General Meeting;
“AGM Notice”	the notice dated 28 March 2011 convening the Annual General Meeting as set out on pages 23 to 27 of this circular
“Annual General Meeting”	the annual general meeting of the Company to be held at Room 2515, 25th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong on 29 April 2011, Friday at 2:30 p.m.
“Annual Report 2010”	the annual report of the Company for the year ended 31 December 2010
“Board”	the board of Directors
“Business Day”	means a day (other than a Saturday or Sunday) on which licensed banks are open for business in Hong Kong;
“Bye-laws”	the bye-laws of the Company as may be amended from time to time
“Company”	Hi Sun Technology (China) Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Directors”	the directors of the Company
“Grantee”	means any Participant who accepts an offer in accordance with the terms of the Share Option Scheme 2011 or (where the context so permits) a legal personal representative entitled to any such Option in consequence of the death of the original Grantee;
“Group”	the Company and its subsidiaries
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Latest Practicable Date”	23 March 2011, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Offer Date”	means the date on the Board resolves to make an offer to grant an Option to a Participant;
“Option(s)”	means option(s) to subscribe for Shares granted pursuant to the Share Option Scheme 2011
“Option Period”	means, in respect of any particular Option, a period to be notified by the Board to each Grantee during which an Option may be exercised, and in any event such period of time shall not exceed a period of 10 years commencing on Offer Date and expire on the last day of such period
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the AGM Notice
“Participant”	means any full-time employees, executive and non-executive directors of the Company or any subsidiary or associated companies
“PRC”	the People’s Republic of China, and for the purpose of this circular excluding Hong Kong, Taiwan and the Macau Special Administrative Region
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.0025 each in the capital of the Company
“Shareholder(s)”	the registered holder(s) of Share(s)
“Share Issue Mandate”	the general mandate proposed to be granted to the Directors at the Annual General Meeting to exercise the powers of the Company to allot, issue and deal with additional Shares up to 20% of the issued share capital of the Company as at the date of passing of the resolution approving the Share Issue Mandate
“Share Option Scheme”	the share option scheme conditionally approved and adopted by the Company on 29 November 2001

DEFINITIONS

“Share Option Scheme 2011”	the share option scheme proposed to be adopted at the Annual General Meeting
“Share Repurchase Mandate”	the general mandate proposed to be granted to the Directors at the Annual General Meeting to exercise the powers of the Company to repurchase Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution approving the Share Repurchase Mandate
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	means the price per Share at which a Grantee may subscribe for Shares on the exercise of an Option as described in paragraph 6 of the Share Option Scheme 2011
“Takeovers Code”	the Code on Takeovers and Mergers and Shares Repurchases published by the Securities and Futures Commission of Hong Kong as amended from time to time
“Trading day”	means any day on which the Stock Exchange is open for the business of dealing in securities
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

LETTER FROM THE BOARD



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:

Mr. CHEUNG Yuk Fung (*Chairman*)
Mr. KUI Man Chun (*Chief Executive Officer*)
Mr. XU Wensheng
Mr. LI Wenjin
Mr. XU Chang Jun

Non-Executive Directors:

Mr. YANG Lei, Raymond
Mr. CHANG Kai-Tzung, Richard

Independent Non-Executive Directors:

Mr. TAM Chun Fai
Mr. LEUNG Wai Man, Roger
Mr. XU Sitao

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head Office and Principal

Place of Business:
Room 2515, 25th Floor
Sun Hung Kai Centre
30 Harbour Road
Wanchai
Hong Kong

28 March 2011

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES,
ADOPTION OF SHARE OPTION SCHEME 2011,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

At the Annual General Meeting, ordinary resolutions will be proposed, inter alia, (i) to grant to the Directors general mandates to allot, issue and deal with new Shares and to repurchase Shares, since the previous general mandates granted to the Directors on 28 April

* For identification purpose only

LETTER FROM THE BOARD

2010 to issue Shares and to repurchase Shares will lapse at the conclusion of the Annual General Meeting; and (ii) to adopt the Share Option Scheme 2011; and (iii) to re-elect the retiring Directors.

The purpose of this circular is to provide you with information regarding the Share Issue Mandate, Share Repurchase Mandate, adoption of Share Option Scheme 2011, re-election of certain Directors and notice of Annual General Meeting as required under the Listing Rules and to seek your approval of the relevant Ordinary Resolutions relating to these matters at the Annual General Meeting. This circular also contains biographies of the Directors who will retire at the Annual General Meeting and, being eligible, will offer themselves for re-election.

2. GENERAL MANDATE TO ISSUE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed for the Shareholders to consider and, if thought fit, grant a general mandate to the Directors to exercise all powers of the Company to allot, issue and deal with the Shares. The Shares which may be allotted and issued pursuant to the Share Issue Mandate shall not exceed 20% of the issued share capital of the Company in issue as at the date of passing of the resolution approving the Share Issue Mandate which, if passed, shall be a maximum of 534,685,967 shares (or such other number of shares as would represent 20% of the issued share capital of the Company at the relevant time if there should be a change in the issued share capital of the Company between the date of this circular and the date of passing the relevant resolution). The Share Issue Mandate shall expire upon the earliest of (i) the conclusion of the next annual general meeting, and (ii) the date upon which such authority given under the Share Issue Mandate is revoked or varied by an ordinary resolution of the Shareholders. Details of the Share Issue Mandate is set out in Ordinary Resolution No. 4 in the AGM Notice.

In addition, Ordinary Resolution No. 6 will also be proposed for the Shareholders to consider and, if thought fit, approve the extension of the Share Issue Mandate by adding to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the Share Issue Mandate the number of Shares repurchased pursuant to the Share Repurchase Mandate, if granted.

3. GENERAL MANDATE TO REPURCHASE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed for the Shareholders to consider and, if thought fit, grant a general mandate to the Directors to exercise all powers of the Company to repurchase issued and fully paid Shares in the capital of the Company. Under the Share Repurchase Mandate, the number of Shares that the Company may repurchase shall not exceed 10% of the issued share capital of the Company on the date of passing of the resolution approving the Share Repurchase Mandate. The Share Repurchase Mandate allows the Company to make repurchases only during the period ending on the earliest of (i) the conclusion of the next annual general meeting, and (ii) the date upon which such authority given under the Share Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders. Details of the Share Repurchase Mandate is set out in Ordinary Resolution No. 5 in the AGM Notice.

LETTER FROM THE BOARD

An explanatory statement as required under the Listing Rules, giving certain information regarding the Share Repurchase Mandate is set out in Appendix I to this circular.

4. ADOPTION OF SHARE OPTION SCHEME 2011

The existing Share Option Scheme became effective on 29 November 2001 and unless otherwise cancelled or amended, will remain valid and effective for a period of 10 years from the date. Accordingly, the existing Share Option Scheme shall expire on 28 November 2011.

At the special general meeting of the Company held on 11 December 2006, it was approved that a maximum number of 43,000,000 Shares, which represented 2.33% of the Shares then in issue, could be issued pursuant to the grant of further options under the existing Share Option Scheme, replacing the original scheme mandate limit. As at the Latest Practicable Date, options carrying the rights to subscribe for 43,000,000 Shares were granted under the existing Share Option Scheme on 2 January 2007, all of which options had either been exercised or lapsed. Therefore, all of the capacity of the Company to grant further options under the existing Share Option Scheme was exhausted.

Up to the Latest Practicable Date, no options have been granted pursuant to the existing Share Option Scheme which has not been exercised or lapsed. For further details of the existing Share Option Scheme please refer to circulars of the Company dated 12 November 2001, 13 November 2006 and 24 November 2006 respectively.

At the Annual General Meeting, the Ordinary Resolution no. 7 will be proposed for the Shareholders to consider and, if thought fit, adopt the Share Option Scheme 2011 for 10 years effective from the date of the Annual General Meeting, and contemporaneously the existing Share Option Scheme will be terminated.

Under the Share Option Scheme 2011, if adopted at the Annual General Meeting, the total number of Shares in respect of which Options may be granted shall not (together with all other schemes of the Company) exceed 10% of the total issued share capital of the Company as at the date of approval of the Share Option Scheme 2011 unless the Company obtains a fresh approval from the Shareholders to renew the 10% limit and on the basis that the maximum number of Shares in respect of which Options may be granted under the Share Option Scheme 2011 together with any Options outstanding and yet to be exercised under the Share Option Scheme 2011 and any other schemes of the Company shall not exceed 30% of the issued share capital of the Company from time to time.

Assuming that (i) no Shares are issued or repurchased by the Company from the Latest Practicable Date up to the date of the Annual General Meeting; and (ii) the adoption of the Share Option Scheme 2011 is approved by the Shareholders at the Annual General Meeting, the Company will have an issued share capital of 2,673,429,835 Shares on the date of the Annual General Meeting and the limit thereunder will allow the Company to issue Options carrying the right to subscribe for a maximum of 267,342,983 Shares, representing approximately 10% of the total issued share capital of the Company as at the date of the approval of the Ordinary Resolution no. 7. The Board believes that it is in the interests of

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the Company to adopt the Share Option Scheme 2011 to maintain the Company's capacity to grant options, thus the flexibility to reward eligible Participants in recognition of their contributions to the Company by granting Options under the Share Option Scheme 2011.

Application will be made to the Stock Exchange for the listing of and permission to deal in any Shares which may fall to be issued upon the exercise of any Option that may be granted under the Share Option Scheme 2011.

The adoption of the Share Option Scheme 2011 is conditional upon:

- (i) the passing of the Ordinary Resolution no.7 at the Annual General Meeting; and
- (ii) the listing committee of the Stock Exchange granting the listing of and permission to deal in the Shares which may fall to be issued pursuant to the exercise of the Options to be granted under the Share Option Scheme 2011.

A summary of the principal terms of the Share Option Scheme 2011 is set out in Appendix III to this circular.

With respect to the operation of the Share Option Scheme 2011, the Company will, where applicable, comply with the relevant requirements under Chapter 17 of the Listing Rules.

5. RE-ELECTION OF DIRECTORS

In accordance with the Bye-laws 87(1) and 87(2), Mr. Cheung Yuk Fung, Mr. Kui Man Chun, Mr. Xu Chang Jun and Mr. Xu Sitao will retire at the Annual General Meeting and, being eligible, will offer themselves for re-election.

The biographical details and interest in Shares of the aforesaid Directors are set out in Appendix II to this circular.

6. ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at Room 2515, 25th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong on 29 April 2011, Friday at 2:30 p.m. is set out in Appendix III of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the granting of the Share Issue Mandate, the Share Repurchase Mandate to the Directors, the adoption of the Share Option Scheme 2011 and the re-election of Directors.

7. ACTION TO BE TAKEN

A form of proxy for use at the Annual General Meeting is enclosed with this circular and published on the website of Stock Exchange (www.hkexnews.hk) and the Company's website (www.hisun.com.hk). 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

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hours before the time appointed for the holding of the Annual General Meeting. Completion and delivery of the form of proxy will not preclude Shareholders from attending and voting at the Annual General Meeting or any adjourned meeting if they so wish.

8. VOTING AT THE ANNUAL GENERAL MEETING

Pursuant to Rule 13.39 of the Listing Rules, all votes of Shareholders at a general meeting must be taken by poll. The chairman of the meeting will therefore demand a poll for every resolution put to the vote at the Annual General Meeting pursuant to bye-law 66 of the Bye-laws. The result of the poll will be published on the website of the Stock Exchange (www.hkexnews.hk) and the Company's website (www.hisun.com.hk) on the Business Day following the Annual General Meeting.

9. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the rules of the Share Option Scheme 2011 will be available for inspection at the principal place of business of the Company at Room 2515, 25th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wan Chai, Hong Kong during normal business hours on any Business Day from the date of this circular up to and including the date of the Annual General Meeting and at the Annual General Meeting.

10. RECOMMENDATION

The Directors consider that the granting to the Directors of the Share Issue Mandate, the Share Repurchase Mandate, adoption of the Share Option Scheme 2011 and the re-election of Directors are in the interests of the Group and its Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the Ordinary Resolutions in relation to the above matters as set out in the AGM Notice. As at the Latest Practicable Date, no Shareholder is required to abstain from voting under the Listing Rules in respect of the Ordinary Resolutions as stated in the AGM Notice.

11. 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 information contained in this circular and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading and deceptive and there are no other matters the omission of which would make any statement in this circular misleading.

LETTER FROM THE BOARD

12. GENERAL INFORMATION

Your attention is also drawn to the additional information set out in the Appendices to this circular.

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

The following is the explanatory statement required by the Listing Rules to provide requisite information to Shareholders for consideration of the proposal to approve the Share Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the number of Shares of the Company in issue was 2,673,429,835 Shares. Subject to the passing of Ordinary Resolution no. 5 approving the Shares Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed to repurchase a maximum of 267,342,984 Shares during the period ending on the earliest of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law or by the Bye-laws to be held or the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

REASONS FOR REPURCHASE

The Directors believe that it is in the interests of the Company and the Shareholders to seek a general authority from Shareholders to enable the Directors to repurchase Shares. The Directors believe that the Share Repurchase Mandate would give the Company additional flexibility where situation warrants for repurchasing the Shares and is in the best interests of the Company and the Shareholders.

Such repurchases may, depending on market conditions and funding arrangements at the time, result in an increase in net asset value of the Company and/or earnings per Share and will only be made in circumstances which the Directors believe are appropriate for the benefit of the Company and the Shareholders.

FUNDING OF REPURCHASE

Repurchases must be made out of funds which are legally available for such purpose in accordance with the memorandum of association of the Company, the Bye-laws and the laws and regulations of Bermuda. It is envisaged that the funds required for any repurchase would be derived from the distributable profits of the Company.

In the event that the power to repurchase Shares pursuant to the Share Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period, there could be an adverse impact on the working capital or gearing position of the Company (as compared with the position as disclosed in the Company's most recent published audited financial statements contained in the Annual Report 2010). However, the Directors do not propose to exercise the power to repurchase Shares pursuant to the Share Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing level which in the opinion of the Directors is from time to time appropriate for the Company.

GENERAL

To the best of their knowledge, having made all reasonable enquiries, none of the Directors nor any of their associates (as defined in the Listing Rules) currently intend to sell any Shares to the Company under the Share Repurchase Mandate in the event that the Share Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Share Repurchase Mandate in accordance with the Listing Rules and the laws of Bermuda.

No connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Share Repurchase Mandate is approved by the Shareholders.

If on the exercise of the power to repurchase Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, pursuant to Rule 32 of the Takeovers Code, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Kui Man Chun, through the interests of his associated companies, beneficially held 645,733,636 Shares, representing approximately 24.15% of the issued share capital of the Company. In the event that the Directors should exercise in full the Share Repurchase Mandate assuming there has been no exercise of options granted under the Share Option Scheme, the shareholding of Mr. Kui Man Chun in the Company will be increased to approximately 26.84% of the issued share capital of the Company. The Directors are not aware of any other consequences which may arise under the Takeovers Code as a result of any repurchases made under the Share Repurchase Mandate. The Directors do not propose to exercise the Share Repurchase Mandate to such extent that the public shareholding would be reduced to less than 25% of the issued share capital of the Company. The Company has not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

Month	Lowest <i>HK\$</i>	Highest <i>HK\$</i>
2009		
April	5.2000	5.9500
May	3.6000	5.3500
June	3.2600	4.0700
July	2.5900	3.6400
August	2.6300	3.2100
September	2.5900	3.2300
October	2.9400	3.7000
November	2.6900	3.4300
December	2.7900	3.3400
2010		
January	2.6400	3.3200
February	2.6000	2.9900
1 March to the Latest Practicable Date	2.3800	2.7500

The followings are the particulars of the retiring Directors proposed to be re-elected at the Annual General Meeting:

CHEUNG YUK FUNG

Mr. Cheung Yuk Fung, aged 64, has been the Chairman and a Director since November 2001. He graduated from the Faculty of Radio Electronics at Peking University in the PRC and worked as a professor at Peking University thereafter. Prior to joining the Group, Mr. Cheung Yuk Fung was a chairman of a company listed in the PRC, namely Founder Technology Group Corporation, and a director of a company listed on the Stock Exchange, namely Founder Holdings Limited, and has working experience in international trade, finance, asset management and strategic planning. Mr. Cheung Yuk Fung was honoured many awards, including being selected as the young entrepreneur with outstanding contribution to China, and won the first prize of national golden award for enterprise initiators in the 4th National Technology Industrialist Award and many other awards. Save as disclosed herein, Mr. Cheung Yuk Fung has not held any other directorships in listed public companies in the last three years.

Mr. Cheung Yuk Fung does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. Mr. Cheung Yuk Fung does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO.

Mr. Cheung Yuk Fung has not entered into a service agreement with the Company and there is no agreed term of his service. For the financial year ended 31 December 2010, the fee of Mr. Cheung Yuk Fung for acting as Director of the Company was HK\$360,000.

KUI MAN CHUN

Mr. Kui Man Chun, aged 44, is the Chief Executive Officer and an Executive Director of the Company. He graduated from Peking University in the PRC with a master's degree in international relations and has over 15 years of experience in the information technology industry and investment activities. Mr. Kui Man Chun is also the chairman and chief executive officer of HSL, the Company's substantial shareholder. Prior to joining HSL in 2000, Mr. Kui Man Chun was the president of an enterprise in the PRC. Save as disclosed herein, Mr. Kui Man Chun has not held any other directorships in listed public companies in the last three years.

Save as disclosed above, Mr. Kui Man Chun does not have any relationship with any Directors, senior management or substantial shareholders of the Company. Mr. Kui Man Chun holds 99.16% equity interest in HSL, which is the ultimate shareholding company of the Company. Save as disclosed above, Mr. Kui Man Chun does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO.

Mr. Kui Man Chun has entered into a service agreement with the Company for a term of 1 year commencing from 1 January 2004 and shall continue thereafter unless and until terminated by either the Company or the Director giving to the other not less than 3 months' notice in writing. For the year 2011, his annual salary as an executive Director will be approximately HK\$1,680,000 which is determined by the Board with reference to his duties, responsibilities and the market conditions. Mr. Kui Man Chun is entitled to bonus payments for his office as executive Director, the amount of which is determined by the Board at its absolute discretion.

XU CHANG JUN

Mr. Xu Chang Jun, aged 44, is an Executive Director of the Company. He graduated from Peking University in the PRC with a master's degree in international economics. Prior to joining the Company, Mr. Xu Chang Jun had worked for several companies in the PRC and Hong Kong. He has over 15 years of experience in corporate management of enterprise in Hong Kong and the PRC. Save as disclosed herein, Mr. Xu Chang Jun has not held any other directorships in listed public companies in the last three years.

Save as disclosed above, Mr. Xu Chang Jun does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. Mr. Xu Chang Jun does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO.

Mr. Xu Chang Jun has entered into a service agreement with the Company for a term of 1 year commencing from 1 January 2004 and shall continue thereafter unless and until terminated by either the Company or the Director giving to the other not less than 3 months' notice in writing. For the year 2011, his annual salary as an executive Director will be approximately HK\$600,000 which is determined by the Board with reference to his duties, responsibilities and the market conditions. Mr. Xu Chang Jun is entitled to any bonus payments for his office as executive Director, the amount of which is determined by the Board at its absolute discretion.

XU SITAO

Mr. Xu Sitao, aged 47, is an independent non-executive Director of the Company. He graduated from Peking University in the PRC with a bachelor of arts degree in economics and from the University of Connecticut with a master of arts degree in economics. He also holds a master of science degree in Finance from Boston College. Mr. Xu Sitao is currently the Chief Representative China of the Economist Group and a director of Advisory Services (China) of Economist Intelligence Unit. Prior to the Economist Group, he was a senior economist at Industrial and Commercial Bank of China (Asia) Limited in Hong Kong from May 2003 to May 2004 and was the Chief Asian Economist of Societe Generale from September 2000 to November 2002. Between 1996 and 2000, he was a Regional Treasury Economist at Standard Chartered Bank. Prior to that, he was an Emerging Asia Economist of Standard & Poor's MMS International in Singapore.

Mr. Xu Sitao does not have any relationship with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company. Mr. Xu Sitao does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO.

Mr. Xu Sitao has entered into a service agreement with the Company for a term of 1 year commencing 18 April 2008 and unless and until terminated by either the Company or the Director giving to the other not less than 2 months' notice in writing. The director's fee for Mr. Xu Sitao is HK\$100,000 each year without any other emolument including bonus. His emoluments are determined by the Board with reference to his duties, responsibilities and the market conditions.

Save as disclosed in this circular, the Board is not aware of any other matter in relation to the retiring Directors who are subject to re-election at the Annual General Meeting which need to be disclosed under Rule 13.51(2) of the Listing Rules.

Save as disclosed in this circular, the Board is not aware of any other matter which need to be brought to the attention of the Shareholders regarding the re-election of Directors.

1. SUMMARY OF THE SHARE OPTION SCHEME 2011

The following is a summary of the principal terms of the Share Option Scheme 2011 but does not form part of, nor it is intended to be, part of the rules of the Share Option Scheme 2011 nor should it be taken as affecting the interpretation of the rules of the Share Option Scheme 2011. The Directors reserve the right at any time prior to the Annual General Meeting to make such amendments to the Share Option Scheme 2011 as they may consider necessary or appropriate provided that such amendments do not conflict in any material aspects with the summary in this Appendix:–

- (a) The purpose of the Share Option Scheme 2011 is for the Group to attract, retain and motivate talented employees to strive for future developments and expansion of the Group. The Share Option Scheme 2011 shall be an incentive to encourage the Participants and allow the Participants to enjoy the results of the Company attained through their effort and contribution.
- (b) The Share Option Scheme 2011 is conditional upon the approval of the Shareholders, and the Listing Committee of the Stock Exchange granting approval of the Share Option Scheme 2011, and the granting of any Options thereunder, and the listing of and permission to deal in any Shares to be issued pursuant to the exercise of Options under the Share Option Scheme 2011.
- (c) The Share Option Scheme 2011 shall be valid and effective for a period of 10 years commencing on the Adoption Date, after which period no further Options will be granted but in all other respects the provisions of the Share Option Scheme 2011 shall remain in full force and effect.
- (d) The Board shall be entitled at any time, within 10 years of the Adoption Date, to make an offer to any Participant as the Board may in its absolute discretion select. The basis of eligibility of the Participants to the grant of any Option shall be determined by the Board from time to time with reference to their contribution to the development and performance of the Group. Such grant of Option may not be made after a price sensitive event has occurred or a price sensitive matter has been the subject of a decision until such price sensitive information has been published by the Company in the newspapers. In particular, no Option may be granted during the period commencing one month immediately preceding the earlier of (i) the date of meeting of the Board for the approval of the interim or annual results of the Company; and (ii) the deadline for the Company to publish its interim or annual results announcement under the listing agreement as set out in the Listing Rules and ending on the date of the results announcements.
- (e) An Option shall be deemed to have been accepted and to have taken effect when the duplicate letter comprising acceptance of the Option duly signed by the Grantee together with a remittance in favour of the Company of HK\$1.00 by way of consideration for the grant thereof is received by the Company. Such remittance shall in no circumstances be refundable.

- (f) The Board may at its discretion when making an offer under the Share Option Scheme 2011 impose any conditions, restrictions or limitations in relation thereto as it may think fit.
- (g) The Subscription Price shall be determined at the discretion of the Board and notified to a Participant and shall be the highest of (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the Offer Date, which must be a Trading day; and (ii) a price being the average of the closing prices of the Shares as stated in the Stock Exchange's daily quotation sheets for the five Trading days immediately preceding the Offer Date; and (iii) the nominal value of a Share.
- (h) An Option shall be personal to the Grantee and shall not be assignable and no Grantee shall in any way sell, transfer, charge, mortgage, encumber or in any manner dispose of or create any interest in favour of any third party over or in relation to any Option.
- (i) There is no minimum period for which an Option must be held before it can be exercised and no performance target need to be achieved by the Grantee before the Options can be exercised.
- (j) An Option may be exercised by the Grantee at any time during the Option Period provided that:–
 - (i) if the Grantee ceasing to be a Participant for any reason other than death or termination of employment or directorship on ground(s) specified in the Share Option Scheme 2011, the Grantee may exercise the Option up to his or her entitlement as at the date of cessation (to the extent not already exercised) within a period of three (3) months following the date of such cessation;
 - (ii) if the Grantee dies and none of the ground(s) specified in the Share Option Scheme 2011 for termination of employment or directorship arises, the legal personal representative(s) of the Grantee may exercise the Option up to the entitlement of such Grantee as at the date of death (to the extent not already exercised) within a period of twelve (12) months or such longer period as the Board may determine from the date of death;
 - (iii) if a general offer by way of take-over is made to all the Shareholders with the terms of the offer having been approved by the Shareholders of not less than 90% in value of the Shares affected by the offer within four months from the offer date and the offeror thereafter gives a notice, within two months beginning with the date of the said approval to acquire the remaining Shares, the Grantee (or his or her legal personal representative(s)) may by written notice to the Company within 21 days of such notice exercise the Option (to the extent not already exercised) to the extent specified in such notice;

- (iv) if a compromise or arrangement between the Company and its Shareholders or creditors is proposed in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company, the Company shall give notice thereof to the Grantee on the same date as it despatches the notice of meeting to the Shareholder or creditor of the Company to consider such a compromise or arrangement, and thereupon the Grantee (or his or her legal personal representative(s)) may forthwith and until the expiry of the period commencing with such date and ending with the earlier of the date two months thereafter and the date on which such compromise or arrangement is sanctioned by the Court exercise the Option in full or in part (to the extent not already exercised), conditional upon such compromise or arrangement being sanctioned by the Court and becoming effective; and
- (v) if a notice is given by the Company to convene a Shareholders' meeting for approving a resolution to voluntarily wind-up the Company, the Company shall on the same date or soon after despatching such notice, give notice to all Grantees and thereupon, each Grantee (or his or her legal personal representative(s)) shall be entitled to exercise the Options in full or in part (to the extent not already exercised) any time not later than two Business Days prior to the proposed general meeting of the Company by giving written notice to the Company, accompanied by a remittance for the full amount of Subscription Price for Shares specified in such notice whereupon the Company shall allot the relevant Shares to the Grantee credited as fully paid no later than the Business Day immediately prior to the date of the proposed general meeting referred to above.
- (k) The Shares to be allotted upon exercise of an Option will be subject to all the provisions of the Bye-Laws of the Company for the time being in force and will rank pari passu in all respects with the fully paid Shares in issue on the date of allotment and accordingly will entitle the holders to participate in all dividends or other distributions paid or made on or after the date of allotment other than any dividend or other distribution previously declared or recommended or resolved to be paid or made if the record date therefor shall be before relevant date of allotment. Prior to the Grantee being registered on the register of members of the Company, the Grantee shall not have any voting rights, or rights to participate in any dividends or distributions of any rights arising on a liquidation of the Company, in respect of the Shares to be issued upon the exercise of the Option.
- (l) An Option shall lapse automatically (to the extent not already exercised) on (i) the expiry of the Option Period; (ii) the expiry of the periods referred to in paragraphs (j)(i), (j)(ii), (j)(iii) or (j)(iv) above; (iii) the date on which the Grantee ceases to be a Participant by reason of termination of employment or directorship on the grounds of guilt of misconduct, or act of bankruptcy or insolvency or arrangements or composition made with his or her creditors generally, or conviction of criminal offence involving integrity or honesty or on any other ground an employer would be entitled to terminate his or her employment or directorship at common law or laws applicable or under the Grantee's service contract with the Group.

- (m) The total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme 2011, and any other share option schemes of the Company in issue, shall not in aggregate exceed 10% of the relevant class of securities of the Company in issue as at the date of approval of the Share Option Scheme 2011 unless the Company obtains a fresh approval from its Shareholders.
- (n) The Company may seek approval of the Shareholders to renew the 10 % limit set out in paragraph (m) above such that the total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme 2011 and any other share option schemes of the Company in issue shall not in aggregate exceed 10% of the relevant class of securities of the Company in issue as at the date of approval of the renewed limit. Options previously granted under the Share Option Scheme 2011 and any other share option schemes of the Company (including those outstanding, cancelled, lapsed in accordance with the Share Option Scheme 2011 or exercised options) will not be counted for the purpose of calculating the limit as “refreshed”.
- (o) The Company may seek separate approval of the Shareholders for granting Options in excess of the aforesaid 10% limit to Participants specifically identified before such approval is sought.
- (p) Notwithstanding anything in the above paragraphs (m), (n) and (o), the maximum number of Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the Share Option Scheme 2011 and any other share option schemes of the Company in issue shall not in aggregate exceed 30% of the relevant class of securities of the Company in issue from time to time.
- (q) The total number of Shares which may be issued and to be issued upon exercise of all exercised and/or outstanding options granted to each Participant shall not in aggregate exceed 1% of the relevant class of securities of the Company in issue in any 12-month period.
- (r) Any further grant of Options in excess of the aforesaid 1% limit shall be subject to Shareholders’ approval with such Participant and his/her associates abstaining from voting. The number and terms of the Options to be granted to such Participant shall be fixed before the Shareholders’ approval and the date of Board meeting for proposing such further grant should be taken as the date of offer for the purpose of calculating the Subscription Price.

- (s) Any grant of Options to a Participant who is a director, chief executive or substantial Shareholder (all has the meaning as ascribed under the Listing Rules) of the Company or their respective associates (has the meaning as ascribed under the Listing Rules) must be approved by the independent non-executive Directors (excluding independent non-executive Director who is a Grantee).

- (t) Where the Board proposes to grant any Option to a Participant who is a substantial Shareholder or an independent non-executive Director or any of their respective associates and such Option which if exercised in full, would result in such Participant becoming entitled to subscribe for such number of Shares, when aggregated with the total number of Shares already issued and issuable to him or her pursuant to all the options granted (including options exercised, cancelled and outstanding) to him or her in the 12-month period up to and including the proposed Offer Date of such grant (the "Relevant Date"):
 - (i) representing in aggregate more than 0.1% of the relevant class of securities of the Company in issue; and

 - (ii) having an aggregate value, based on the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the Relevant Date, in excess of HK\$5,000,000,

such proposed further grant of Options must be approved by the Shareholders with the Participant concerned and all other connected persons (has the meaning as ascribed under the Listing Rules) of the Company abstain from voting (except where any connected person intends to vote against the relevant resolution). Any vote taken at the meeting to approve the grant of such Options must be taken on a poll.

- (u) In the event of a capitalisation issue, rights issue, sub-division or consolidation of Shares or reduction of capital of the Company whilst any Option remains exercisable, (excluding any alteration as a result of an issue of Shares as consideration in respect of a transaction), such corresponding alterations (if any) shall be made in, (i) the subject matter of the Option so far as unexercised; and/or (ii) the Subscription Price; and/or (iii) the method of exercise of the Option (if applicable), as the auditors for the time being of the Company shall certify in writing to be in their opinion fair and reasonable, provided that such alterations shall give a Grantee same proportion of the issued share capital of the Company as that he or she is previously entitled and shall be made on the basis that the aggregate Subscription Price payable by a Grantee on the full exercise of any Option shall remain as nearly as possible the same as (but shall not be greater than) it was before such alterations, so that no such alterations shall be made to enable a Share to be issued below its nominal value.

- (v) Subject to paragraph (w) below, the Share Option Scheme 2011 may be altered in any respect by resolution of the Board except that the definitions of “Participant”, “Grantee” and “Option Period” in sub-paragraph 1.1 and the provisions of subparagraphs 4.1, 5.1, 5.2, 5.3, 6, 7, 8, 9, 10, 11 and 14 of the Share Option Scheme 2011 and any provisions relating to the matters set out in rule 17.03 of the Listing Rules shall not be altered to the advantage of Grantees or prospective Grantees except with prior approval of the Shareholders in general meeting.
- (w) Any alteration to the Share Option Scheme 2011, which is of a material nature, shall be approved by the Shareholders in general meeting, except where the alterations take effect automatically under the existing terms therein.
- (x) Any alteration of the Share Option Scheme 2011 must comply with the Listing Rules.
- (y) The Company may by resolution in general meeting cancel any Option granted but not exercised provided that at least three-month prior written notice shall be served on the relevant Grantee(s) to that effect. Where the Company offers any new Options to the same Option holder, such offer may only be made under the Share Option Scheme 2011 with available Options to the extent not yet granted (excluding any cancelled Options), within the limit approved by the Shareholders as mentioned in sub-paragraph 9.1 of the Share Option Scheme 2011.
- (z) The Company may by resolution in general meeting at any time terminate the operation of the Share Option Scheme 2011 and in such event no further Options will be offered but the provisions of the Share Option Scheme 2011 regarding any outstanding Options shall remain in full force and effect.

2. REASONS AND BENEFITS

The Directors consider that in order to attract, retain and motivate talented employees to strive for future developments and expansion of the Group, it is important that the Group should continue to provide such Participants with an additional incentive and encouragement by offering them an opportunity to obtain an ownership interest in the Company and to enjoy the results of the Company attained through their effort and contribution. By offering the Options to the Participants in such flexible terms under the Share Option Scheme 2011, in particular that the exercise price of the Options will be determined on a fair basis, such Participants may exercise their Options at anytime within the Option Period to acquire a monetary gain or ownership interest in the Company which may in turn provide a further incentive to the Participants for advancing their performance. Accordingly the Directors propose to recommend to the Shareholders at the Annual General Meeting to approve the adoption of the Share Option Scheme 2011 and simultaneously terminate the existing Share Option Scheme.

3. VALUE OF THE OPTIONS

The Directors consider it inappropriate to state the value of the Options that can be granted under the Share Option Scheme 2011 on the assumption that they had been granted at the Latest Practicable Date, as various determining factors for the calculation of such value cannot be reasonably fixed at this stage. It would not be meaningful or may even be misleading to the Shareholders if the value of the Options is calculated based on a set of speculated assumptions. Such speculated assumptions include the Option Period, Subscription Price and any condition set by the Board for the grant of a specific Option.

**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 2011 ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that an annual general meeting (the “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 29 April 2011, Friday at 2:30 p.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “Directors”) and of the auditors for the year ended 31 December 2010;
2. To re-elect retiring Directors and to authorise the Board of Directors to fix their remuneration;
3. To re-appoint auditors and to authorise the Board of Directors to fix their remuneration;

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

4. **“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 of HK\$0.0025 each 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 of HK\$0.0025 each in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants,

* For identification purpose only

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 nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any option granted under the share option scheme of the Company or any other option scheme or similar arrangement 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 time to time; or (iv) an issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing warrants of the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue 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 passing of an ordinary resolution by the shareholders of the Company in 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 for shares of the Company, open for a period fixed by the Directors 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) on a fixed record date in proportion to their holdings of such shares (or, where appropriate, such other securities) as at that date (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).”

5. **“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 of HK\$0.0025 each in the 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 (“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 of 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 nominal amount 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 aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution, and the said approval shall be limited accordingly; 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; and
 - (ii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”
6. **“THAT** subject to the passing of Resolutions No.4 and No.5 set out in this notice convening this meeting, the general mandate granted to the Directors to allot, issue and deal with additional shares pursuant to Resolution No.4 set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares in the capital of the Company repurchased by the Company under the authority granted pursuant to Resolution No.5 set out in the notice convening this meeting, provided that such amount of shares so repurchased shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.”
7. (1) **“THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting approval of the new share option scheme of the Company (the “Share Option Scheme 2011”), the rules of the Share Option Scheme 2011 are contained in the document marked “A” produced to the meeting and for the purposes of identification signed by the Chairman thereof, and the granting of any

options thereunder and the listing of and permission to deal in the shares of the Company (“Shares”) to be issued pursuant to the exercise of any such options, the Share Option Scheme 2011 be and is hereby approved and adopted with immediate effect and the directors of the Company be and is hereby authorized to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Share Option Scheme 2011 including but without limitation:

- (i) to administer the Share Option Scheme 2011 under which options will be granted to participants eligible under the Share Option Scheme 2011 to subscribe for Shares;
- (ii) to modify and/or amend the Share Option Scheme 2011 from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Share Option Scheme 2011 relating to modification and/or amendment;
- (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 the options under the Share Option Scheme 2011 provided always that the total number of Shares subject to the Share Option Scheme 2011, when aggregated with any Shares subject to any other share option schemes, 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 (excluding any Shares issued upon exercise of options granted pursuant to the Share Option Scheme 2011), but the Company may seek approval of its shareholders in general meeting for refreshing the 10 per cent. limit under the Share Option Scheme 2011 and the maximum number of Shares in respect of which options may be granted under the Share Option Scheme 2011 and any other share option schemes of the Company in issue 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; and any other stock exchanges upon which the issued Shares may for the time being be listed, 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 2011; and
- (v) to consent, if it so deems 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 2011; and

- (2) the existing share option scheme for the Company and its subsidiaries which was adopted by the Company at its special general meeting on 29 November 2001 be and is hereby terminated with immediate effect.”

By Order of the Board
Li Wenjin
Executive Director

Hong Kong, 28 March 2011

Notes:

- (1) A member entitled to attend and vote at 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 or any adjourned 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 notarilly 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 or any adjourned meeting (as the case may be).
- (5) With regard to resolution no.2 in this notice, the Board of Directors proposes that the retiring Directors, namely, Mr. Cheung Yuk Fung, Mr. Kui Man Chun, Mr. Xu Chang Jun and Mr. Xu Sitao be re-elected as Directors. The biographies of these Directors are also set out in Appendix II in this circular.
- (6) All voting by the members at the meeting shall be conducted by poll.