

Notice of Annual General Meeting

股東週年大會通告

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 2416, 24th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong on Wednesday, 30 May 2007 at 10:00 a.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 independent auditors for the year ended 31 December 2006;
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;

茲通告高陽科技(中國)有限公司(「本公司」)謹定於二零零七年五月三十日星期三上午十時正假座香港灣仔港灣道30號新鴻基中心24樓2416室舉行股東週年大會(「股東週年大會」),以處理下列事項:

1. 省覽及採納截至二零零六年十二月三十一日止年度之經審核綜合財務報表及本公司董事(「董事」)與獨立核數師之報告;
2. 重選退任董事,並授權董事會釐定董事酬金;
3. 續聘核數師,並授權董事會釐定其酬金;

作為特別事項,考慮並酌情通過(不論有否修訂)下列決議案為普通決議案:

4. **「動議:**

- (a) 在本決議案(c)段之規限下,一般及無條件批准董事於有關期間(按下文之定義)內行使本公司之一切權力以配發、發行及處理本公司股本中每股面值0.0025港元之額外股份以及作出或授予將須或可能須行使此等權力方可作出或授予之售股建議、協議及購股權(包括認股權證、債券、票據及附有權利認購或轉換為本公司股份之其他證券);

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- (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, 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 (as defined below);
- (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
- (b) 本決議案(a)段之批准乃授權董事於有關期間(按下文之定義)內配發、發行及處理本公司股本中每股面值0.0025港元之額外股份以及作出或授予將須或可能須於有關期間結束後行使此等權力方可作出或授予之售股建議、協議及購股權(包括債券、認股權證、公司債券、票據及附有權利認購或轉換為本公司股份之任何證券);
- (c) 董事依據本決議案(a)段之批准而配發或有條件或無條件同意配發(不論是否依據購股權)之股本面值總額不得超過於本決議案獲通過當日本公司已發行股本面值總額之20%，惟依據(i)供股(按下文之定義);或(ii)行使根據本公司購股權計劃或當時採納以向本公司及／或其任何附屬公司之高級職員及／或僱員發行股份或授出認購本公司股份之權利之任何其他購股權計劃或類似安排已授出購股權;或(iii)任何根據本公司不時有效之公司細則配發股份以代替本公司股份之全部或部分股息而設之以股代息或類似安排;或(iv)根據本公司現有任何認股權證或本公司現有附有權利認購或轉換為本公司股份之任何證券之條款，因行使認購權或轉換權而發行本公司股份而配發者除外，而上述批准亦須受此數額限制;及

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- (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 expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company, or any applicable law of Bermuda to be held; and
 - (iii) 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).”

- (d) 就本決議案而言，「有關期間」指由本決議案獲通過之日起至下列最早日期止期間：
- (i) 本公司下屆股東週年大會結束時；
 - (ii) 本公司之公司細則或百慕達任何適用法例規定本公司下屆股東週年大會須予舉行期限屆滿；及
 - (iii) 本公司股東在股東大會通過普通決議案撤銷或修訂本決議案所授予董事會授權。

「供股」乃指於董事指定期間內，向於指定記錄日期名列本公司股東名冊內持有本公司股份或本公司任何類別股份之人士（及倘合適，向有權獲得該建議之本公司其他證券持有人），按彼等當日持有股份（或倘合適，該等其他證券）之比例，提呈發售本公司股份或提呈發行購股權、認股權證或其他有權認購本公司股份之證券之建議，惟董事可就零碎股權，經考慮本公司適用之香港以外任何地區之任何法律限制或責任或本公司適用之香港以外任何地區內任何認可監管機構或任何證券交易所之規定後認為必要或權宜之情況下，取消有關權利或作出其他安排。」

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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;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company, or any applicable law of the Bermuda to be held; and
 - (iii) 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.”

5. 「動議:

- (a) 在本決議案(b)段之規限下，一般及無條件批准董事於有關期間（按下文之定義）內行使本公司一切權力，於香港聯合交易所有限公司（「聯交所」）或本公司股份可能上市並經由香港證券及期貨事務監察委員會（「證券及期貨事務監察委員會」）及聯交所就此認可之任何其他證券交易所，按照證券及期貨事務監察委員會、聯交所或任何其他證券交易所不時修訂之規則及規例及就此而言之所有適用法例，購回本公司股本中每股面值0.0025港元之股份；
- (b) 本公司獲授權根據本決議案(a)段之批准於有關期間購回之股份面值總額不得超過於本決議案獲通過之日，本公司已發行股本面值總額之10%，而上述批准亦須受此數額限制；及
- (c) 就本決議案而言，「有關期間」指由本決議案獲通過之日起至下列最早日期止期間：
 - (i) 本公司下屆股東週年大會結束時；
 - (ii) 本公司之公司細則或百慕達任何適用法例規定本公司下屆股東週年大會須予舉行期限屆滿；及
 - (iii) 本公司股東在股東大會通過普通決議案撤銷或修訂本決議案所授予董事授權。」

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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.”

By Order of the Board
Chan Yiu Kwong
*Executive Director
and Company Secretary*

Hong Kong, 27 April 2007

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 notarially certified copy of that power or authority, at the principal place of the business of the Company 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 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. Xu Wensheng, Mr. Li Wenjin and Mr. Xu Sitao be re-elected as Directors. The biographies of these Directors are also set out in Appendix II to the circular of the Company to be despatched to the shareholders accompanying with this annual report.

6. 「**動議**須待召開大會通告所載第4及5項決議案獲通過後，擴大根據召開本大會通告所載第4項決議案授予董事以配發、發行及處理額外股份之一般授權，加入本公司根據召開本大會通告所載第5項決議案所授出之權力購回本公司股本中之股份面值總額，惟購回股份之數額不得超過本決議案獲通過之日，本公司已發行股本之面值總額之10%。」

承董事會命
陳耀光
*執行董事
兼公司秘書*

香港，二零零七年四月二十七日

附註：

- (1) 凡有權出席本通告召開之大會並於會上投票之股東，均可委派一名或以上受委代表出席及代其投票。委任代表毋須為本公司股東。
- (2) 大會適用之代表委任表格隨函附上。
- (3) 填妥及交回代表委任表格後，股東屆時仍可依願親身出席大會或其任何續會，並於會上投票。
- (4) 代表委任表格必須根據其所印列指示填妥及簽署，連同簽署表格之授權書或其他授權文件（如有），或經證明之授權書或授權文件副本，最遲須於大會或任何續會（視適用情況而定）指定舉行時間四十八小時前送達本公司之主要營業地點，地址為香港灣仔港灣道30號新鴻基中心24樓2416室，方為有效。
- (5) 就通告中第2項決議案而言，董事會建議退任董事徐文生先生、李文晉先生及許思濤先生獲重選為董事。該等董事之簡歷亦載於本公司隨附本年報寄交股東之本公司通函附錄二內。