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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)

**VOLUNTARY ANNOUNCEMENT
ADOPTION OF THE FINTECH GLOBAL SHARE
INCENTIVE SCHEME, GRANT OF SHARE OPTIONS AND
POSSIBLE DEEMED DISPOSAL OF A SUBSIDIARY**

On 20 May 2024, the board of directors and shareholders of FinTech Global (an indirect non-wholly owned subsidiary of the Company) resolved to adopt the FinTech Global Share Incentive Scheme.

Pursuant to the FinTech Global Share Incentive Scheme, FinTech Global shall grant the Share Options to the Scheme Participants. The Share Options shall be vested and become exercisable subject to the fulfillment of the predetermined financial targets during the Performance Period.

As at the date of this announcement, the Company indirectly owns approximately 50.91% of the equity interest in FinTech Global. Should the Share Options be vested and exercised in full and the Option Shares be subscribed in full, FinTech Global will cease to be a subsidiary of the Company as the Company's interests in FinTech Global will be reduced to 40% (assuming no repurchase) or 42.75% (assuming 30% of the Option Shares are repurchased).

As at the date of this announcement, FinTech Global is not a Principal Subsidiary of the Company, hence, the FinTech Global Share Incentive Scheme is not a share scheme governed by Chapter 17 of the Listing Rules.

As none of the applicable percentage ratios calculated under Chapter 14 of the Listing Rules is more than 5%, each of the Possible Deemed Disposal and the Possible Repurchase does not constitute a notifiable transaction of the Company under Chapter 14 of the Listing Rules.

As at the date of this announcement, FinTech Global is an Insignificant Subsidiary of the Company. As such, notwithstanding that Mr. Liang is a director and substantial shareholder of FinTech Global, he is not considered as a connected person of the Company under the Listing Rules. Hence, each of the Possible Deemed Disposal and the Possible Repurchase does not constitute a connected transaction of the Company under Chapter 14A of the Listing Rules.

* For identification purpose only

INTRODUCTION

On 20 May 2024, the board of directors and shareholders of FinTech Global (an indirect non-wholly owned subsidiary of the Company) resolved to adopt the FinTech Global Share Incentive Scheme. As at the date of this announcement, the Company indirectly owns approximately 50.91% of the equity interest in FinTech Global.

FinTech Global is principally engaged in the provision of information system consultancy, integration and operation services and sales of information technology products to financial institutions and banks in the overseas market.

THE FINTECH GLOBAL SHARE INCENTIVE SCHEME

The purposes of the FinTech Global Share Incentive Scheme are to enable FinTech Global to strengthen the workforce, align the interests of FinTech Global with its shareholders and core employees, enhance the core competitiveness, to build FinTech Global into China's leading financial technology overseas enterprise in three years, and to maximise the value of FinTech Global for its shareholders. The life of the FinTech Global Share Incentive Scheme is three (3) years from the date of adoption, unless further resolved by its shareholders.

The board of directors of FinTech Global shall be responsible for the implementation and management of the FinTech Global Share Incentive Scheme.

The Scheme Participants shall only include all the general and limited partners of the Shareholding Platform who are also employees of FinTech Global as at the date of this announcement.

As at the date of this announcement, the registered capital of FinTech Global is RMB27,500,000. Pursuant to the FinTech Global Share Incentive Scheme, FinTech Global shall grant options ("**Share Options**") to the Scheme Participants to subscribe for a maximum of RMB7,500,000 new registered capital of FinTech Global (each RMB1 registered capital representing one "**Option Share**") at the subscription price of RMB1.5 for each Option Share. All the Option Shares to be subscribed for under the FinTech Global Share Incentive Scheme shall be held by the Shareholding Platform.

On the same date of the adoption of FinTech Global Share Incentive Scheme, the board of directors of FinTech Global has also resolved to grant the Share Options to Mr. Liang, Mr. Kang and Mr. Zhou to subscribe for 7,500,000 Option Shares. The grantees are all the general and limited partners of the Shareholding Platform and also employees of FinTech Global as at the date of this announcement.

Vesting of the Share Options is subject to the fulfillment of the predetermined financial targets of FinTech Global set for (i) each of the financial years in the Performance Period; and/or (ii) the entire Performance Period (which may be early fulfilled). Number of Share Options to be vested depends on the level of financial targets met and when such financial targets are met. All vested Share Options may only be exercised within one (1) year from the end of the Performance Period, subsequent to which all Share Options remaining unexercised shall lapse unless otherwise agreed by FinTech Global and the Shareholding Platform.

Pursuant to the terms of FinTech Global Share Incentive Scheme, each grantee may elect to request FinTech Global to repurchase up to 30% of the subscription rights of his/her Option Shares before the time of exercise at a price to be determined with reference to the profits of FinTech Global (excluding any share option expenses) for the financial year preceding the date of exercise, subject to a maximum repurchase price of RMB10 per Option Share. In any event, such repurchase shall only be carried out without adversely affecting the general working capital of FinTech Global.

Assuming the 7,500,000 Share Options are vested and exercised in full, FinTech Global will cease to be a subsidiary of the Company as the Company's interests in FinTech Global will decrease from 50.91% to 40% (assuming no repurchase) or approximately 42.75% (assuming 30% of the Option Shares are repurchased).

INFORMATION OF THE SCHEME PARTICIPANTS AND THE SHAREHOLDING PLATFORM

The Shareholding Platform is principally engaged in the business of investment and venture capital. The general partner of the Shareholding Platform is Mr. Liang, who is a director and substantial shareholder of FinTech Global. The limited partners of the Shareholding Platform are Mr. Kang and Mr. Zhou. Mr. Kang is the general manager of the delivery centre of FinTech Global and Mr. Zhou is the key technical personnel of FinTech Global. As at the date of this announcement, Mr. Liang, as general partner, is holding approximately 81.82% of the partnership interest in the Shareholding Platform and each of Mr. Kang and Mr. Zhou, as limited partner, is holding approximately 9.09% of the partnership interest in the Shareholding Platform.

As at the date of this announcement, the Shareholding Platform holds 12% of the registered capital of FinTech Global and Mr. Liang directly and indirectly, through the Shareholding Platform, holds 26.55% of the registered capital of FinTech Global.

VIEWS OF THE DIRECTORS

The Board is of the view that the adoption of the FinTech Global Share Incentive Scheme and the grant of Share Options are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

GENERAL

As at the date of this announcement, the Company indirectly owns approximately 50.91% of the equity interest in FinTech Global, an indirect non-wholly owned subsidiary of the Company.

As at the date of this announcement, FinTech Global is not a Principal Subsidiary of the Company, hence, the FinTech Global Share Incentive Scheme is not a share scheme governed by Chapter 17 of the Listing Rules.

As none of the applicable percentage ratios calculated under Chapter 14 of the Listing Rules is more than 5%, each of the Possible Deemed Disposal and the Possible Repurchase does not constitute a notifiable transaction of the Company under Chapter 14 of the Listing Rules.

As at the date of this announcement, FinTech Global is an Insignificant Subsidiary of the Company. As such, notwithstanding that Mr. Liang is a director and substantial shareholder of FinTech Global, he is not considered as a connect person of the Company under the Listing Rules. Hence, each of the Possible Deemed Disposal and the Possible Repurchase does not constitute a connected transaction of the Company under Chapter 14A of the Listing Rules.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“Board”	the board of Directors
“connected person(s)”	has the meaning ascribed to it in the Listing Rules
“Company”	Hi Sun Technology (China) Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange (stock code: 818)
“Director(s)”	the director(s) of the Company
“FinTech Global”	深圳高陽寰球科技有限公司 (Shenzhen Hi Sun FinTech Global Limited), a company incorporated in the PRC with limited liability and an indirect non-wholly owned subsidiary of the Company
“FinTech Global Share Incentive Scheme”	the share incentive scheme adopted by 深圳高陽寰球科技有限公司 (Shenzhen Hi Sun FinTech Global Limited) on 20 May 2024
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Insignificant Subsidiary”	has the meaning ascribed to it in the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Kang”	Mr. Kang Chuang Sheng (康創生), a PRC individual who is a limited partner of the Shareholding Platform
“Mr. Liang”	Mr. Liang Jing Jing (梁晶晶), a PRC individual who is a director of the Fintech Global and the general partner of Shareholding Platform
“Mr. Zhou”	Mr. Zhou Jin Hui (周錦輝), a PRC individual who is a limited partner of the Shareholding Platform
“Performance Period”	the period commencing from 1 January 2024 to 31 December 2026

“Possible Deemed Disposal”	the possible deemed disposal of interest in FinTech Global by the Company as a result of the exercise of Share Options under the FinTech Global Share Incentive Scheme
“Possible Repurchase”	the possible repurchase of the subscription rights under the Share Options by FinTech Global pursuant to the FinTech Global Share Incentive Scheme
“Principal Subsidiary”	has the meaning ascribed to it in the Listing Rules
“PRC”	the People’s Republic of China
“Scheme Participants”	persons who are eligible to participate in the FinTech Global Share Incentive Scheme
“Shareholding Platform”	深圳寰球金石投資合夥企業(有限合夥)(unofficial English translation being Shenzhen Huan Qiu Jin Shi Investment Partnership (Limited Partnership)), a limited partnership incorporated in the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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

Hong Kong, 20 May, 2024

As at the date of this announcement, the Board comprises five executive directors, namely Mr. Xu Wensheng, Mr. Kui Man Chun, Mr. Li Wenjin, Mr. Xu Changjun and Ms. Hui Lok Yan; and three independent non-executive directors, namely Mr. Tam Chun Fai, Mr. Li Heguo and Mr. Leung Wai Man, Roger.