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## Recommended proposal for



# HI SUN HOLDINGS LIMITED 高陽控股有限公司

*(incorporated in Hong Kong with limited liability under the Companies Ordinance, Chapter 32 of the Laws of Hong Kong)*

**to become a wholly-owned subsidiary of**



# HI SUN GROUP LIMITED 高陽集團有限公司\*

*(a new holding company incorporated in Bermuda with limited liability and the shares of which will be listed on The Stock Exchange of Hong Kong Limited by way of introduction)*

**pursuant to a**

## SCHEME OF ARRANGEMENT

*(under Section 166 of the Companies Ordinance, Chapter 32 of the Laws of Hong Kong)*

The Directors are pleased to announce that the Court has sanctioned the Scheme on 16th October, 2001. The Scheme will become effective on 17th October, 2001.

Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the scheme document issued by the Company on 9th August, 2001 (the "Scheme Document").

The Directors are pleased to announce that the Court has sanctioned the Scheme on 16th October, 2001. An office copy of the order of the Court will be delivered to the Registrar of Companies in Hong Kong for registration before 10:00 a.m. on 17th October, 2001. It is expected that all the conditions to which the Scheme is subject will be fulfilled on or before 17th October, 2001 and, accordingly, the Scheme will become effective on 17th October, 2001 (the "Effective Date").

### LISTING AND DEALINGS

The listing of the Shares on the Stock Exchange will be withdrawn effective from the close of business on 16th October, 2001 and dealings in the HSGL Shares will commence at 10:00 a.m. on 17th October, 2001, and every board lot for dealings in HSGL Shares will be 1,000 which is the same as that for the Shares.

### SHARE CERTIFICATES

Under the Scheme, all share certificates for any number of Scheme Shares immediately before the Scheme becomes effective will be deemed as from the Effective Date to be share certificates, and will be effective as documents of title, for the same number of HSGL Shares to be issued and allotted or transferred under the Scheme. Share certificates for the Scheme Shares after the last day of the free exchange period for HSGL Shares will cease to be marketable but will continue to be good evidence of legal title to the HSGL Shares on the basis of one Scheme Share for one HSGL Share.

On and after the Effective Date, share certificates issued following registration of transfer will be issued in the name of HSGL in respect of the HSGL Shares. Shareholders may, from 17th October, 2001 to 16th November, 2001 (inclusive), submit share certificates in respect of the Scheme Shares to the office of the branch registrar of HSGL in Hong Kong, Tengis Limited, at 4th Floor, Hutchison House, 10 Harcourt Road, Central, Hong Kong for exchange, at the expense of HSGL, for share certificates in the name of HSGL in respect of the same number of HSGL Shares to be allotted and issued or transferred under the Scheme. New share certificates will be available for collection within ten business days from the date of submission from Tengis Limited. After 16th November, 2001, share certificates in the name of the Company will be accepted for exchange for share certificates in the name of HSGL only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be allowed by the Stock Exchange) for each new share certificate to be issued or for each share certificate in the name of the Company so submitted for exchange, whichever the number of share certificates is higher.

In order to distinguish between the existing and the new share certificates, share certificates for the HSGL Shares will be light blue in colour, which is different from the existing share certificates for the Shares, which are deep blue in colour.

The Shareholders are recommended to consult their professional advisers if they are in any doubt as to the above procedures.

By Order of the Board  
**Hi Sun Holdings Limited**  
**Li Wenjin**  
Director

Hong Kong, 16th October, 2001

\* for identification purpose only