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中昊科技集團有限公司

Sunrise (China) Technology Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8226)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Sunrise (China) Technology Group Limited (the “**Company**”) will be held at Units 01-03, 28th Floor, Shui On Centre, 6-8 Harbour Road, Wan Chai, Hong Kong on Friday, 5 August 2011 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions with or without amendments as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the conditional convertible notes subscription agreement (the “**CN Subscription Agreement**”) dated 19 June 2011 and entered into between the Company as issuer and Concept Capital Management Ltd. as subscriber (the “**Subscriber**”) in relation to the subscription of the convertible notes (the “**Convertible Notes**”) with principal amount of RMB33,000,000 by the Subscriber at, which entitles the holder(s) thereof to convert the Convertible Bonds into conversion shares (the “**Conversion Shares**”) of HK\$0.01 each in the share capital of the Company at the initial conversion price of HK\$1.50 (subject to adjustments and resets) per Conversion Share (a copy of which is produced to the Meeting marked “A” and signed by the Chairman of the Meeting for the purpose of identification), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the issue of the Convertible Notes in accordance with the terms and conditions of the CN Subscription Agreement and the transactions contemplated thereunder be and is hereby approved;

- (c) conditional upon, among others, the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Conversion Shares which may fall to be allotted and issued upon the conversion of the Convertible Notes, the allotment and issue of the Conversion Shares to the relevant holder(s) of the Convertible Notes be and is hereby approved; and
- (d) any one director of the Company be and is hereby authorised to do all such things and acts as he/she may in his/her discretion consider as necessary, expedient or desirable for the purpose of or in connection with the implementation of the CN Subscription Agreement and the transactions contemplated thereunder, including but not limited to the execution all such documents under seal where applicable, as he/she considers necessary or expedient in his/her opinion to implement and/or give effect to the issue of the Convertible Notes, and the allotment and issue of Conversion Share(s) of which may fall to be issued upon exercise of the conversion rights attached to the Convertible Notes.”

2. “**THAT**

- (a) the conditional warrant subscription agreement (the “**Warrant Subscription Agreement**”) dated 19 June 2011 and entered into between the Company as issuer and the Subscriber in relation to the subscription of the 40 non-listed warrants (the “**Warrants**”) by the Subscriber at the warrant issue price of HK\$0.03 per subscription right for one (1) Shares, which entitles the holder(s) thereof to subscribe for an aggregate HK\$40,000,000 in shares (the “**Shares**”) of HK\$0.01 each in the share capital of the Company at the initial warrant subscription price of HK\$1.50 (subject to adjustments and resets) per Share during a period of five years commencing from the date of issue of the Warrants (a copy of which is produced to the Meeting marked “B” and signed by the Chairman of the Meeting for the purpose of identification), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the issue of the Warrants in accordance with the terms and conditions of the Warrant Subscription Agreements and the transactions contemplated thereunder be and is hereby approved;
- (c) conditional upon, among others, the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the new Shares (the “**Warrant Subscription Shares**”) which may fall to be allotted and issued upon the exercise of the subscription rights attaching to the Warrants, the allotment and issue of the Warrant Subscription Shares to the relevant holder(s) of the Warrant(s) be and is hereby approved; and

- (d) any one director of the Company be and is hereby authorised to do all such things and acts as he/she may in his/her discretion consider as necessary, expedient or desirable for the purpose of or in connection with the implementation of the Warrant Subscription Agreement and the transactions contemplated thereunder, including but not limited to the execution all such documents under seal where applicable, as he/she considers necessary or expedient in his/her opinion to implement and/or give effect to the issue of the Warrants, and the allotment and issue of Warrant Subscription Share(s) of which may fall to be issued upon exercise of the subscription rights attached to the Warrants.”

By order of the Board
Sunrise (China) Technology Group Limited
Shan Xiaochang
Chairman

Hong Kong, 14 July 2011

Registered office:

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Cayman Islands

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business in Hong Kong:*

Units 01-03, 28th Floor
Shui On Centre
6-8 Harbour Road
Wan Chai, Hong Kong

Notes:

1. Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, in the event of a poll, vote in his/her stead. A proxy needs not be a member of the Company.
2. In order to be valid, the form of proxy must be duly lodged at the Company's branch registrar in Hong Kong, Union Registrars Limited at 18/F, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong together with a power of attorney or other authority, if any, under which it is duly signed or a notarially certified copy of that power of attorney or authority, not less than 48 hours before the time for holding the meeting or any adjourned meeting.
3. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the above meeting or any adjournment thereof, should he so wish, and in such event, the form of proxy shall be deemed to be revoked.

As at the date of this announcement, the board of directors (the “Directors”) of the Company comprises seven Directors namely Mr. Shan Xiaochang, Ms. Shan Zhuojun, Mr. Ma Arthur On-hing and Mr. Yang Ching Yau, being the executive Directors, and Mr. Lee Kam Fan, Andrew, Mr. Wang Jialian, and Mr. Wang Zhihua, being the independent non-executive Directors.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the website of the Company at www.sunrisechina-tech.com.