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## **CLIMAX INTERNATIONAL COMPANY LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 439)**

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the special general meeting of Climax International Company Limited (the “Company”) to be held at Lavender, Level 3, Three Pacific Place, 1 Queen’s Road East, Admiralty, Hong Kong on 21 August 2014 at 11:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions of the Company.

#### **ORDINARY RESOLUTIONS**

1. **“THAT**, each of the 10,000,000,000 shares of the Company of HK\$0.01 each in the authorised share capital of the Company be and are hereby reclassified and redesignated into 7,316,666,668 ordinary shares of the Company of HK\$0.01 each (“Ordinary Shares”) and 2,683,333,332 preferred shares of HK\$0.01 each (“Preferred Shares”), and 1,449,501,125 shares of HK\$0.01 each in the issued share capital of the Company be and are hereby reclassified and redesignated as 1,449,501,125 Ordinary Shares, such that following such redesignation and reclassification, the authorised share capital of the Company shall become HK\$100,000,000 divided into 7,316,666,668 Ordinary Shares and 2,683,333,332 Preferred Shares with the rights, privileges and restrictions set out in the Subscription Agreement (as defined in ordinary resolution no. 2 below) and in the amendments to the bye-laws of the Company to be adopted by the Company as referred to in Appendix III of the circular of the Company dated 29 July 2014, and that the directors of the Company be and are hereby authorised to do all other acts, matters and things and execute all documents as they consider necessary, desirable or appropriate for the implementation of and giving effect to the transactions contemplated under this resolution.”
2. **“THAT**, subject to and conditional on the passing of ordinary resolution no. 1,
  - (a) the subscription agreement (the “Subscription Agreement”) dated 29 May 2014 entered into between (i) the Company, and (ii) New Horizon Wireless Technology Limited (“New Horizon”), Starbliss Holdings Limited, Grand Consulting Management S.A., Lucky Time Global Limited, Cutting Edge Global Limited and REORIENT Global Limited (collectively the “Subscribers”) in relation to the

subscription of 1,666,666,668 new Ordinary Shares (the “Ordinary Subscription Shares”) and 2,683,333,332 new Preferred Shares (collectively, the “Subscription Shares”) at an issue price of HK\$0.08 per Subscription Share (a copy of the Subscription Agreement is tabled at the meeting and marked “A” by the chairman of the meeting for identification purpose) and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified;

(b) conditional upon the listing committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in the Ordinary Subscription Shares and the new ordinary shares of the Company to be issued upon conversion of the Preferred Shares, the specific mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with the Subscription Shares and the new ordinary shares of the Company to be issued upon conversion of the Preferred Shares pursuant to the terms of the Preferred Shares set out in the Subscription Agreement be and is hereby approved;

(c) any director(s) of the Company be and are hereby authorised for and on behalf of the Company to sign, seal, execute and deliver all such documents and deeds, and do all such acts, matters and things as they may in their discretion consider necessary or desirable to implement and/or effect the transactions contemplated by the Subscription Agreement, the allotment and issue of the Subscription Shares and the new ordinary shares of the Company to be issued upon conversion of the Preferred Shares, and subject to approval from the Independent Shareholders (as defined in the circular of the Company dated 29 July 2014) in accordance with the Listing Rules for any material variation of the terms of the Subscription Agreement, to approve or agree to any amendment, variation or modification of the terms and conditions of the Subscription Agreement on such terms and conditions as any director(s) of the Company may think fit.”

3. “**THAT**, subject to and conditional on the passing of ordinary resolutions no. 1 and no. 2, the waiver granted or to be granted by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission pursuant to note 1 on dispensations for Rule 26 of the Hong Kong Code on Takeovers and Mergers waiving any obligation of the Subscribers to make a mandatory general offer to acquire all the issued ordinary shares of the Company and other securities of the Company not already owned or agreed to be acquired by the Subscribers and parties acting in concert with New Horizon, as a result of the allotment and issue of the Subscription Shares and issue of the new ordinary shares of the Company upon full conversion of the Preferred Shares to the Subscribers be and is hereby approved.”

4. “**THAT**, subject to and conditional on the passing of ordinary resolutions no. 1, no. 2 and no. 3, and subject further to completion of the Subscription (as defined in the circular of the Company dated 29 July 2014), the appointment of Dr. Liu Ruopeng as an executive director of the Company with effect from completion of the Subscription be and is hereby approved.”

5. “**THAT**, subject to and conditional on the passing of ordinary resolutions no. 1, no. 2 and no. 3, and subject further to completion of the Subscription (as defined in the circular of the Company dated 29 July 2014), the appointment of Dr. Luan Lin as an executive director of the Company with effect from completion of the Subscription be and is hereby approved.”
6. “**THAT**, subject to and conditional on the passing of ordinary resolutions no. 1, no. 2 and no. 3, and subject further to completion of the Subscription (as defined in the circular of the Company dated 29 July 2014), the appointment of Dr. Zhang Yangyang as an executive director of the Company with effect from completion of the Subscription be and is hereby approved.”
7. “**THAT**, subject to and conditional on the passing of ordinary resolutions no. 1, no. 2 and no. 3, and subject further to completion of the Subscription (as defined in the circular of the Company dated 29 July 2014), the appointment of Mr. Ko Chun Shun, Johnson as an executive director of the Company with effect from completion of the Subscription be and is hereby approved.”
8. “**THAT**, subject to and conditional on the passing of ordinary resolutions no. 1, no. 2 and no. 3, and subject further to completion of the Subscription, the appointment of Dr. Liu Jun as an independent non-executive director of the Company with effect from completion of the Subscription be and is hereby approved.”
9. “**THAT**, subject to and conditional on the passing of ordinary resolutions no. 1, no. 2 and no. 3, and subject further to completion of the Subscription, the appointment of Dr. Wong Kai Kit as an independent non-executive director of the Company with effect from completion of the Subscription be and is hereby approved.”

### **SPECIAL RESOLUTIONS**

10. “**THAT**, subject to and conditional on the passing of ordinary resolution no. 1, the proposed amendments to the bye-laws of the Company as set out in Appendix III of the circular of the Company dated 29 July 2014 be and are hereby approved by the Company, such amendments to take effect from the date of this resolution.”
11. “**THAT**, subject to and conditional upon (i) the passing of all of the ordinary resolutions of the Company set out in this notice of the SGM of which this resolution forms part; (ii) the completion of the Subscription; and (iii) the approval of the Registrar of Companies in Bermuda being obtained in respect of the proposed change of name of the Company as set out in paragraph (a) below:
  - (a) the English name of the Company be and is hereby changed from “Climax International Company Limited” to “KuangChi Science Limited”, and the Chinese name of “光啟科學有限公司” be adopted as the secondary name of the Company in place of the existing Chinese name “英發國際有限公司” which was previously adopted for identification purposes only, and that such documents in connection with the change of name of the Company be filed and registered with the Registrar of Companies in Hong Kong under Part 16 of the Companies Ordinance); and

- (b) any directors of the Company be and are hereby authorised for and on behalf of the Company to sign, seal, execute and deliver all such documents and deeds, and do all such acts, matters and things as they may in their discretion consider necessary or desirable to implement and/or effect the change of name of the Company.”

By order of the Board  
**Climax International Company Limited**  
**Wong Hin Shek**  
*Executive Director*

Hong Kong, 29 July 2014

*Registered Office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head Office and Principal Place of  
Business of Hong Kong:*  
Unit 906, 9/F  
Wings Building  
110–116 Queen’s Road Central  
Central  
Hong Kong

*Notes:*

1. Every member of the Company entitled to attend and vote at the above meeting is entitled to appoint more than one proxy (if a member who is holder of two or more shares) to attend and vote for him/her on his/her behalf of the meeting. A proxy need not be a member of the Company.
2. A form of proxy for use at the meeting is enclosed. To be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be lodged with the Company’s share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, in accordance with the instructions printed thereon as soon as possible but in any event not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting thereof.
3. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or any adjourned meeting thereof.

*As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Wong Hin Shek and Mr. Ng Man Chan; one non-executive Director, namely Mr. Wong Hung Ki; and three independent non-executive Directors, namely Mr. Lau Man Tak, Mr. Man Kwok Leung and Dr. Wong Yun Kuen.*