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## **KUANGCHI SCIENCE LIMITED**

**光啟科學有限公司**

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 439)

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

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “SGM”) of KuangChi Science Limited (the “Company”) will be held at Units 515-518, 5/F, Building 16W, No. 16 Science Park West Avenue, Hong Kong Science Park, Pak Shek Kok, New Territories, Hong Kong on 18 December 2015 at 2:00 p.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as ordinary resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

1. **“THAT:**

- (i) the Sky Asia Subscription Agreement dated 4 November 2015 entered into between the Company as issuer and Sky Asia as subscriber pursuant to which Sky Asia conditionally agreed to subscribe for and the Company conditionally agreed to allot and issue 395,000,000 new Shares in cash at the Subscription Price of HK\$2.32 per Share (a copy of the Sky Asia Subscription Agreement has been 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, ratified and confirmed;

- (ii) conditional upon the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Sky Asia Subscription Shares, the allotment and issue of the Sky Asia Subscription Shares pursuant to the Sky Asia Subscription Agreement (the “**Sky Asia Specific Mandate**”) be and is hereby approved and the Sky Asia Specific Mandate is in addition to, and shall not prejudice nor revoke the existing general mandate granted to the directors of the Company (each a “**Director**”, collectively, the “**Directors**”) by the shareholders of the Company in the annual general meeting of the Company held on 22 May 2015 or such other general or specific mandate(s) that may have been granted to the Directors prior to the passing of this resolution; and
- (iii) any one Director be and is hereby authorised for and on behalf of the Company to sign, seal, execute, perfect, deliver and do all such documents, deeds, acts, matters and things as he may in his absolute discretion consider necessary or desirable or expedient for the purpose of or in connection with the Sky Asia Subscription Agreement and to make and agree to such variations of a non-material nature in or to the terms of the Sky Asia Subscription Agreement as he may in his absolute discretion consider desirable or necessary”

2. “**THAT:**

- (i) the Sheung Ching Subscription Agreement dated 4 November 2015 entered into between the Company as issuer and Sheung Ching as subscriber pursuant to which Sheung Ching conditionally agreed to subscribe for and the Company conditionally agreed to allot and issue 200,000,000 new Shares in cash as the Subscription Price of HK\$2.32 per Share (a copy of the Sheung Ching Subscription Agreement has been 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, ratified and confirmed;
- (ii) conditional upon the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Sheung Ching Subscription Shares, the allotment and issue of the Sheung Ching Subscription Shares pursuant to the Sheung Ching Subscription Agreement (the “**Sheung Ching Specific Mandate**”) be and is hereby approved and the Sheung Ching Specific Mandate is in addition to, and shall not prejudice nor revoke the existing general mandate granted to the Directors by the shareholders of the Company in the annual general meeting of the Company held on 22 May 2015 or such other general or specific mandate(s) that may have been granted to the Directors prior to the passing of this resolution; and

- (iii) any one Director be and is hereby authorised for and on behalf of the Company to sign, seal, execute, perfect, deliver and do all such documents, deeds, acts, matters and things as he may in his absolute discretion consider necessary or desirable or expedient for the purpose of or in connection with the Sheung Ching Subscription Agreement and to make and agree to such variations of a non-material nature in or to the terms of the Sheung Ching Subscription Agreement as he may in his absolute discretion consider desirable or necessary”

By Order of the Board  
**KuangChi Science Limited**  
**Zhang Yangyang**  
*Executive Director*

Hong Kong, 3 December 2015

*Notes:*

- (a) The register of members of the Company will be closed from Tuesday, 15 December 2015 to Friday, 18 December 2015, both dates inclusive, during which period no transfer of shares will be registered. In order to attend the SGM, all transfer of shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 14 December 2015.
- (b) Any member of the Company entitled to attend and vote at the SGM shall be entitled to appoint a proxy to attend and vote instead of him/her. A proxy needs not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her to attend and vote on his/her behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (c) To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be lodged at the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof (as the case may be).
- (d) Completion and delivery of the form of proxy shall not preclude members from attending and voting in person at the SGM or any adjournment thereof (as the case may be) should they so wish, and in such event, the form of proxy previously submitted by such member(s) shall be deemed to be revoked.
- (e) Where there are joint registered holders of any share(s) of the Company, any one of such persons may vote at any meeting, either in person or by proxy, in respect of such share(s) as if he/she was solely entitled thereto; but if more than one of such joint holders are present at the meeting personally or by proxy, the vote of that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share(s) shall be accepted to the exclusion of the votes of the other joint holders.

*As at the date of this notice, the executive directors of the Company are, namely, Dr. Liu Ruopeng, Dr. Zhang Yangyang, Dr. Luan Lin and Mr. Ko Chun Shun, Johnson; the independent non-executive directors of the Company are, namely Dr. Liu Jun, Dr. Wong Kai Kit and Ms. Zong Nan.*