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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in KuangChi Science Limited, you should at once hand this circular and the accompany form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**KUANGCHI SCIENCE LIMITED****光啟科學有限公司***(Incorporated in Bermuda with limited liability)***(Stock Code: 439)**

- (1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**  
**(2) RE-ELECTION OF RETIRING DIRECTORS**  
**(3) SPECIFIC MANDATE TO ISSUE SHARES UNDER RESTRICTED SHARE  
AWARD SCHEME**  
**AND**  
**(4) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting (“AGM”) of the Company to 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 28 June 2017 at 11:00 a.m. is set out on pages 15 to 19 of this circular. A form of proxy for use at the AGM is also enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy for use at the AGM in accordance with the instructions printed thereon and return the same to the Company’s share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, as soon as possible and, in any event, not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof should you so wish.

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context otherwise requires:*

“AGM”	the annual general meeting of the Company to 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 28 June 2017 at 11:00 a.m. or any adjournment thereof for the purpose of considering and, if thought fit, approving, among other things, the proposed resolution(s) set out in this circular
“associate(s)”	has the meaning ascribed thereto in the Listing Rules
“Board”	the board of Directors
“Bye-law(s)”	the bye-law(s) of the Company
“Company”	KuangChi Science Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the Stock Exchange
“Connected person(s)”	has the meaning ascribed thereto in the Listing Rules
“Controlling shareholder(s)”	has the meaning ascribed thereto in the Listing Rules
“Core connected person(s)”	has the meaning ascribed thereto in the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general mandate to allot, issue and deal with new Shares and securities convertible into Shares not exceeding 20% of the aggregate nominal amount of the total issued share capital of the Company as at the date of approval of the mandate
“Latest Practicable Date”	27 April 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

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## DEFINITIONS

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“PRC” or “China”	the People’s Republic of China
“Reference Awarded Sum”	such amount, as determined by the Share Award Committee from time to time pursuant to the Scheme Rules, for the purchase of restricted Shares
“Repurchase Mandate”	a general mandate to repurchase Shares not exceeding 10% of the total issued share capital of the Company as at the date of approval of the mandate
“Restricted Share Award Scheme”	the restricted share award scheme adopted by the Company on 10 December 2014
“Restricted Shares”	in respect of a selected participant, such number of Shares purchased with the Reference Awarded Sum and allocated by the trustee of the Restricted Share Award Scheme from the total number of Shares purchased out of cash paid by the Company to the trustee or such number of Returned Shares awarded by the trustee pursuant to the Scheme Rules
“Returned Shares”	such Restricted Shares of the relevant Restricted Shares which are referable to a selected participant and which are not accepted or vested in accordance with the terms of the Restricted Share Award Scheme, or forfeited in accordance with the terms of the Restricted Share Award Scheme
“RS Award”	an award of Restricted Shares to a selected participant pursuant to the Restricted Share Award Scheme
“RSA Specific Mandate”	a specific mandate to issue and allot up to 85,151,694 new Shares, representing 2.5% of the number of Shares in issue as at the date of approval of the Restricted Share Award Scheme at the special general meeting held on 10 December 2014
“Scheme Rules”	the rules related to the Restricted Share Award Scheme in its present or any amended form
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Share Award Committee”	the committee set up by the Board for the purpose of administrating the Restricted Share Award Scheme

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## DEFINITIONS

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“Shareholder(s)”	holders of Share(s) in issue
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	has the meaning ascribed thereto in the Listing Rules
“substantial Shareholder(s)”	has the meaning ascribed thereto in the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$” and “\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

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## LETTER FROM THE BOARD

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### KUANGCHI SCIENCE LIMITED

### 光啟科學有限公司

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 439)**

*Executive Directors:*

Dr. Liu Ruopeng (*Chairman*)  
Dr. Zhang Yangyang (*Co-Chief Executive Officer*)  
Dr. Luan Lin (*Co-Chief Executive Officer &  
Chief Technology Officer*)  
Mr. Ko Chun Shun, Johnson  
Mr. Dorian Barak

*Non-executive Director:*

Mr. Song Dawei

*Independent Non-executive Directors:*

Dr. Liu Jun  
Dr. Wong Kai Kit  
Ms. Cao Xinyi

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head Office and Principal Place  
of Business in Hong Kong:*

Units 515-518  
5/F, Building 16W  
No. 16 Science Park West Avenue  
Hong Kong Science Park  
Pak Shek Kok, New Territories  
Hong Kong

29 April 2017

*To the Shareholders*

Dear Sir or Madam,

- (1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**  
**(2) RE-ELECTION OF RETIRING DIRECTORS**  
**(3) SPECIFIC MANDATE TO ISSUE SHARES UNDER**  
**RESTRICTED SHARE AWARD SCHEME**  
**AND**  
**(4) NOTICE OF ANNUAL GENERAL MEETING**

#### **INTRODUCTION**

The purpose of this circular is to provide you with details in respect of, among other things, (i) the grant of general mandates to Directors to issue and repurchase Shares; (ii) the re-election of retiring Directors; (iii) the refreshment of specific mandate to issue Shares under the Restricted Share Award Scheme; and (iv) to give you a notice of the AGM.

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## LETTER FROM THE BOARD

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### ISSUE MANDATE AND REPURCHASE MANDATE

The Directors propose to seek the approval of the Shareholders at the AGM by way of passing an ordinary resolution for granting the general mandates to the Directors (i) to allot, issue and otherwise deal with new Shares with total number not exceeding 20% of the total number of the issued Shares as at the date of passing the relevant resolution and the extension of the aforesaid mandate by addition thereto the number of Shares repurchased pursuant to the proposed general mandate for repurchase of Shares up to a maximum of 10% of the issued Shares as at the date of passing the relevant resolution as described below, and (ii) to repurchase Shares on the Stock Exchange with total nominal amount not exceeding 10% of the total number of issued shares of the Company as at the date of passing the relevant resolution, at any time during the period ending on the earlier of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by law or its Bye-laws or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in the general meeting of the Company.

As at the Latest Practicable Date, the number of Shares in issue was 6,109,947,502 Shares. On the basis that no further Shares will be issued or repurchased prior to the AGM, (i) the Issue Mandate in full would enable the Company to allot, issue and deal with a maximum of 1,221,989,500 Shares, and (ii) the Repurchase Mandate in full would enable the Company to repurchase a maximum of 610,994,750 Shares.

The purpose of the general mandate to allot, issue and deal with new Shares is to enable the Directors to capture right timing of the securities market to widen the capital base of the Company. The Directors have no present intention to issue or repurchase any Shares under the general mandates to be sought at the AGM.

An explanatory statement as required by the Listing Rules for information on the Repurchase Mandate is set out in Appendix I to this circular.

### RE-ELECTION OF RETIRING DIRECTORS

According to Bye-laws 87, at each annual general meeting one-third of the Directors for the time being or, if their number is not a multiple of three, the number nearest to but not greater than one-third, shall retire from office by rotation, provided that every Director shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election. The Directors to retire by rotation shall include any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire by rotation shall be those who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any Director appointed pursuant to Bye-law 86(2) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

In accordance with Bye-laws 87, Dr. Zhang Yangyang, Dr. Luan Lin and Mr. Ko Chun Shun, Johnson, as executive Directors, shall retire by rotation at the AGM and, being eligible, will offer themselves for re-election at the AGM.

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## LETTER FROM THE BOARD

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Any Director appointed pursuant to Bye-laws 86(2) shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board), and shall then be eligible for re-election at that meeting.

In accordance with Bye-laws 86(2), Mr. Dorian Barak as executive Director, Mr. Song Dawei as non-executive Director and Ms. Cao Xinyi as independent non-executive Director shall retire by rotation at the conclusion of the AGM and, being eligible, will offer themselves for re-election at the AGM.

Details of the above retiring Directors to be re-elected at the AGM are set out in Appendix II to this circular.

### **SPECIFIC MANDATE TO ISSUE SHARES UNDER RESTRICTED SHARE AWARD SCHEME**

Under the Restricted Share Award Scheme, the Share Award Committee shall not make any further RS Award which will result in the aggregate number of Shares awarded by the Board under the Restricted Share Award Scheme in excess of 170,303,388 Shares, representing 5% of the issued Shares as at the date on which the Board adopted the Restricted Share Award Scheme, i.e. 10 December 2014. In addition, the total number of new Shares which may be allotted and issued to the Trustee under the Restricted Share Award Scheme shall not exceed 85,151,694 Shares, representing 2.5% of the issued Shares as at the date on which the Board adopted the Restricted Share Award Scheme representing approximately 1.39% of the issued Ordinary Shares.

Pursuant to the Scheme Rules, the Share Award Committee shall determine the Reference Awarded Sum for the purchase of the existing Ordinary Shares or for the issue of new Shares to be awarded. After the Reference Awarded Sum has been determined, the Share Award Committee shall procure the Company to purchase existing Shares or to issue new Shares as the Restricted Shares. In determining whether to purchase existing Shares or to issue new Shares, the Share Award Committee shall take into account, among other things, the existing market price of the Shares comparing to the expectation on the performance of the market price of the Shares in a foreseeable period, flexibility of purchasing Shares from open market, the dilutive effect to the existing shareholders, financial burden to the Company and tax efficiency of the arrangement, etc.

The Share Award Committee may grant RS Award to a connected person of the Company. Where any grant of RS Award (by way of allotment and issue of new Ordinary Shares under the RSA Specific Mandate) is proposed to be made to any person who is a connected person of the Company within the meaning of the Listing Rules, the Company shall comply with such provisions of the Listing Rules as may be applicable, including any reporting, announcement and/or independent shareholders' approval requirements under Chapter 14A of the Listing Rules, unless otherwise exempted under the Listing Rules.

The selected participants under the Restricted Share Award Scheme will be required to pay the grant price representing a discount of not less than 50% to the closing price of the Share on the date of grant in obtaining the RS Award. The Company intends to apply the proceeds from the grant price, if any, for general working capital of the Group.

At the special general meeting of the Company held on 10 December 2014, an ordinary resolution was passed to grant a specific mandate to the Directors to allot and issue new Shares under the Restricted Share Award Scheme not exceeding 85,151,694 Shares, i.e. 2.5% of the number of Shares in issue as at the date on which the Board adopted the Restricted Share Award Scheme. Since the adoption of the Restricted Share Award Scheme and up to the Latest Practicable Date, no Shares has been issued and allotted under the RSA Specific Mandate.



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## LETTER FROM THE BOARD

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The Restricted Share Award Scheme is effective for a term of 10 years from 10 December 2014. The Directors consider that it is a good practice to follow the same requirements under the Listing Rules in respect of the Issue Mandate to obtain shareholders' approval for the RSA Specific Mandate annually. The existing RSA Specific Mandate is going to expire at the conclusion of the AGM. The Directors believe that it is in the interests of the Company and the Shareholders as a whole to obtain the Shareholders' approval for the unutilised number of new Shares to be issued under the Restricted Share Award Scheme, i.e. 85,151,694 Shares.

Accordingly, an ordinary resolution for the RSA Specific Mandate to be granted to the Directors to allot and issue new Shares under the Restricted Share Award Scheme not exceeding 85,151,694 Shares will be proposed at the AGM. The RSA Specific Mandate shall lapse at the earlier of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws to be held; and (iii) the revocation or variation of the approval given by such ordinary resolution by a resolution of members of the Shareholders in general meeting. Principal terms of the Restricted Shares Award Schemes were disclosed in the Company circular dated 24 November 2014.

As at the Latest Practicable Date, the substantial shareholders of the Company, New Horizon Wireless Technology Limited ("New Horizon") and Central Faith International Ltd. ("Central Faith"), were beneficially interested in 3,078,000,000 Ordinary Shares and 1,042,981,013 Ordinary Shares, representing approximately 50.38% and approximately 17.07% of the issued Ordinary Shares respectively. If the new Shares under the Restricted Share Award are issued in full, the fair value of the new Shares is approximately HK\$261,416,000 (based on share price on Latest Practicable Date). New Horizon and Central Faith will decrease their shareholding in the Company to approximately 49.68% and approximately 16.84% respectively.

If any Share issued under the Restricted Share Award Scheme in the future, the Company will disclose in the annual report the fair value of the shares issued, with separate disclosure of the impact of employee costs on the Company.

As at the Latest Practicable Date, the Company has no present intention to, nor any negotiation of, issue any of the Shares under the RSA Specific Mandate. No shareholder is required to abstain from voting for the resolution for the specific mandate related to Restricted Shares Award Scheme.

Application will be made to the Stock Exchange for the listing of, and permission to deal in the new Shares under the Restricted Share Award Scheme.

### **AGM**

The notice of the AGM is set out on pages 15 to 19 of this circular. At the AGM, resolutions will be proposed for the Shareholders to consider and, if thought fit, among other things, to approve (i) the grant of general mandates to Directors to issue and repurchase Shares; (ii) the re-election of the retiring Directors; and (iii) the refreshment of specific mandate to issue Shares under the Restricted Share Award Scheme.

A form of proxy for use at the AGM is sent to the Shareholders together with this circular.

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## LETTER FROM THE BOARD

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Whether or not the Shareholders are able to attend the AGM, the Shareholders are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time for holding of the AGM or adjournment thereof. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting at the AGM or any adjourned meeting thereof should the Shareholders so wish. If you attend and vote at the AGM, the authority of your proxy will be revoked.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll. Therefore, all resolutions put to the vote at the AGM will be taken by way of poll. An announcement on the results of the poll will be published by the Company after the AGM in the manner prescribed under the Listing Rules.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules 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 circular 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 circular misleading.

### RECOMMENDATION

The Board believes that the proposed granting of the general mandates to the Directors to repurchase Shares and to issue new securities and adding any Shares repurchased under the Repurchase Mandate to the Issue Mandate, the re-election of Directors and the refreshment of the specific mandate to issue Shares under the Restricted Share Award Scheme to be put before the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

Your attention is also drawn to the information set out in the appendices to this circular.

Yours faithfully,  
For and on behalf of the Board  
**KuangChi Science Limited**  
**Dr. Liu Ruopeng**  
*Chairman and Executive Director*

*This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.*

## **REPURCHASE MANDATE**

The following is the explanatory statement required to be sent to the Shareholders under the Listing Rules relating to an ordinary resolution to be proposed at the AGM to approve a general and unconditional mandate to be given to the Directors to exercise the powers of the Company to purchase, at any time until the next annual general meeting of the Company or such earlier period as stated in the ordinary resolution, shares of HK\$0.01 each in the capital of the Company, up to a maximum of 10% of the aggregate nominal amount of issued Shares as at the date of passing the resolution.

The Directors believe the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole and accordingly recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the AGM.

## **SHARE CAPITAL**

As at the Latest Practicable Date, the number of Shares in issue was 6,109,947,502 Shares. Subject to the passing of an ordinary resolution for the granting of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 610,994,750 Shares.

## **REASONS FOR REPURCHASES**

The Directors consider that it is in the best interests of the Company and the Shareholders as a whole to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and its assets and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

## **FUNDING OF REPURCHASES**

Repurchases of Shares will be funded entirely from funds legally available for such purpose in accordance with the Bye-laws and the applicable laws of Hong Kong. It is presently proposed that any Shares repurchased under the Repurchase Mandate would be repurchased out of the capital paid up on the repurchased Shares, profits of the Company which would otherwise be available for distribution or the Company's share premium account.

**IMPACT ON WORKING CAPITAL**

There might be a material adverse impact on the working capital requirements or gearing levels of the Company (as compared with the position disclosed in its audited financial statements contained in the annual report of the Company for the year ended 31 December 2016) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

**UNDERTAKING**

The Directors have undertaken to the Stock Exchange to exercise the powers of the Company to make repurchase of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Hong Kong.

None of the Directors, to the best of their knowledge having made all reasonable enquiries, nor any of their respective associates, having any present intention to sell any Shares to the Company or its subsidiaries in the event that the Repurchase Mandate is granted.

No core connected persons (as defined in the Listing Rules) of the Company have notified the Company that he has a present intention to sell to the Company or its subsidiaries any of his Shares, or has undertaken not to do so, in the event that the Repurchase Mandate is granted.

**TAKEOVERS CODE AND SHARE REPURCHASES**

In the event that the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

To the best knowledge of the Directors and according to the register of substantial shareholders interests in Share kept under section 336 of Part XV of the SFO, as at the Latest Practicable Date, the substantial shareholders of the Company, New Horizon and Central Faith, were beneficially interested in 3,078,000,000 Ordinary Shares and 1,042,981,013 Ordinary Shares, representing approximately 50.38% and approximately 17.07% of the issued Ordinary Shares respectively. The aggregate shareholding of New Horizon and Starbliss Holdings Limited, being the core connected person(s) (as defined in the Listing Rules), amount of approximately 51.29%.

If the Repurchase Mandate is exercised in full, New Horizon and Central Faith will increase their shareholding in the Company to approximately 55.97% and approximately 18.97% respectively. Such increase will not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

Save as aforesaid, the Directors are not aware of any consequences of any purchases made under the Repurchase Mandate which may arise under the Takeovers Code.

The Directors have no present intention to exercise the power to repurchase Shares pursuant to the Repurchase Mandate to such extent that the aggregate amount of Shares in public hands would reduce below 25%.

**SHARE PRICES**

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2016</b>		
April	3.83	3.19
May	3.79	3.27
June	3.68	2.87
July	3.14	2.68
August	2.90	2.46
September	3.15	2.74
October	3.00	2.62
November	3.07	2.68
December	3.30	2.80
<b>2017</b>		
January	2.93	2.66
February	3.23	2.80
March	3.50	3.00
April (up to the Latest Practicable Date)	3.64	3.02

**SHARE REPURCHASE MADE BY THE COMPANY**

The Company has not repurchased any Shares (whether on the Stock Exchange or otherwise) during the six months prior to the Latest Practicable Date.

*Pursuant to the Listing Rules, details of the Director who will retire at the conclusion of the AGM according to the Bye-laws and will be proposed to be re-elected at the AGM are provided below:*

**EXECUTIVE DIRECTORS**

**Dr. Zhang Yangyang** (“Dr. Zhang”), aged 37, is currently the co-chief executive officer and executive Director of the Company and also a member of remuneration committee of the Company. Dr. Zhang joined the Group in August 2014. Dr. Zhang has been the executive vice president of Kuang-Chi Institute of Advanced Technology since 2010. Dr. Zhang has been vice president of Shenzhen Young Science and Technology Talents Association since 2012. Dr. Zhang obtained a collective award of “Guangdong Youth May 4th Medal” in 2011. Dr. Zhang obtained a doctorate degree from the University of Oxford, the United Kingdom in 2008, and a master’s degree and a bachelor’s degree from the Northeastern University, China in 2004 and 2002 respectively. Dr. Zhang was a non-executive director of Martin Aircraft Company Limited, a company listed on the Australian Securities Exchange (security code: MJP) until 16 August 2016. Dr. Zhang has extensive experience in research and development of advanced technologies and business network in relation to metamaterial, near space and other innovative technology industries. Dr. Zhang has extensive experience in business management and team management.

Dr. Zhang has not entered into any service contract with the Company and he is subject to retirement by rotation and re-election in accordance with the Bye-laws of the Company. As at the Latest Practicable Date, Dr. Zhang received an aggregate remuneration of HK\$16,589,000 (including his salary, share-based payments and discretionary bonus) for the year ended 31 December 2016. The emolument of Dr. Zhang is determined by Remuneration Committee with reference to his duties, responsibilities, performance and the results of the Group.

As at the Latest Practicable Date, Dr. Zhang was interested in 18,050,000 Shares, representing 0.3% of the issued shares capital of the Company, under Part XV of the SFO.

**Dr. Luan Lin** (“Dr. Luan”), aged 37, is currently the co- chief executive officer and chief technology officer and executive Director of the Company. Dr. Luan joined the Group in August 2014. Dr. Luan has been the vice president of Kuang-Chi Institute of Advanced Technology since 2010. Dr. Luan obtained a collective award of “Guangdong Youth May 4th Medal” in 2011. Dr. Luan obtained a doctorate degree from Duke University, the United States in 2010 and a master’s degree from Peking University, China in 2004. Dr. Luan is a non-executive director of Martin Aircraft Company Limited, a company listed on the Australian Securities Exchange (security code: MJP). Dr. Luan has extensive experience in research and development of advanced technologies and business network in relation to metamaterial, near space and other innovative technology industries. Dr. Luan has extensive experience in business management and team management.

Dr. Luan has not entered into any service contract with the Company and she is subject to retirement by rotation and re-election in accordance with the Bye-laws of the Company. As at the Latest Practicable Date, Dr. Luan received an aggregate remuneration of HK\$12,304,000 (including her salary, share-based payments and discretionary bonus) for the year ended 31 December 2016. The emolument of Dr. Luan is determined by Remuneration Committee with reference to her duties, responsibilities, performance and the results of the Group.

As at the Latest Practicable Date, Dr. Luan was interested in 14,533,000 Shares, representing 0.24% of the issued shares capital of the Company, under Part XV of the SFO.

**Mr. Dorian Barak** (“Mr. Barak”), aged 43, is currently an executive Director of the Company. Mr. Barak joined the Group in February 2017. Mr. Barak is a veteran private equity investor and fund manager specializing in emerging markets. He serves on the boards of companies active in the technology, aviation and natural resources sectors in Israel, China and Africa. He was an independent non-executive director of Yunfeng Financial Group Limited (formerly known as Reorient Group Limited) (stock code: 376) from 16 January 2014 to 9 November 2015. Mr. Barak is CEO of Indigo Global, which advises leading companies and funds on strategy and investment transactions. Over the past two decades, Mr. Barak has filled key investment and strategy positions in the US, Israel and Europe. He was the Head of Global Strategy and M&A at Hapoalim, Israel’s leading financial group; an M&A Attorney with the Skadden Arps law firm in New York; and a Consultant with the Boston Consulting Group (BCG) in Chicago. He was awarded a Juris Doctor by Yale University, a master degree from Oxford University, and a BA from UCLA.

Mr. Barak has entered into a letter of appointment with the Company and he is subject to retirement by rotation and re-election in accordance with the Bye-laws of the Company. Mr. Barak is entitled to a director’s fee of US\$150,000 per annum. His remuneration will be determined by reference to his duties and responsibilities with the Group and the prevailing market conditions and will be subject to review by the Remuneration Committee from time to time.

As at the Latest Practicable Date, Mr. Barak was interested in an aggregate of (i) 75,706 warrants of SkyX Limited, a subsidiary of the Company, which entitling the holder to subscribe for 75,706 shares (equivalent to approximately 2.57% of the fully diluted shareholding); (ii) 3,030 warrants of Beyond Verbal Communications Ltd., the Company’s associated corporation, which entitling the holder to subscribe for 3,030 shares (equivalent to approximately 0.84% of the fully diluted shareholding); (iii) share options to subscribe for 1,000,000 shares in the Company.

**Mr. Ko Chun Shun, Johnson** (“Mr. Ko”), aged 65, is currently an executive Director of the Company. Mr. Ko joined the Group in August 2014. Mr. Ko has extensive experience in a variety of activities, including manufacturing, securities trading, international trade, electronics and the renewable energy industry. He also has extensive experience in corporate finance, corporate restructuring and mergers and acquisitions. Mr. Ko is a non-executive Director of Yunfeng Financial Group Limited 雲鋒金融集團有限公司 (formerly known as REORIENT Group Limited) (stock code: 376); the deputy chairman and an executive director of Frontier Services Group Limited (stock code: 500); and the Independent Non-executive Director of Meitu (stock code: 1357), and Mr. Ko had also been the chairman and an executive director of Varitronix International Limited (stock code: 710) until April 2016, and the vice chairman and an executive director of Concord New Energy Group Limited (stock code: 182) until June 2015, the shares of which are all listed on the Stock Exchange.

Mr. Ko has not entered into any service contract with the Company and he is subject to retirement by rotation and re-election in accordance with the Bye-laws of the Company. During the year ended 31 December 2016, no amount was paid in respect of Mr. Ko Chun Shun, Johnson’s (“Mr. Ko”) directorship.

As at the Latest Practicable Date, Mr. Ko was deemed to be interested in 56,000,000 Ordinary Shares which held by Starbliss Holdings Limited, within the meaning of Part XV of the SFO.

**NON-EXECUTIVE DIRECTOR**

**Mr. Song Dawei** (“Mr. Song”), aged 49, is currently the non-executive Director of the Company. Mr. Song joined the Group in February 2017. He is a professional with extensive experience in the fields of automotive, electronic technology and communications. He has accumulated extensive work experience in the fields of electronic engineering and automation control while he worked in the Second Automotive Works Co., of PRC (中國第二汽車製造廠), Dongfeng Motor Co., Ltd. (東風汽車有限公司) and Wuhan Shenlong Automobile Co., Ltd. (武漢神龍汽車有限公司). Since then, he has served as General Manager of Hubei Bada Technology Company (湖北八達科技公司), Chairman of Jiangxi Dongwei Automobile Sales Co., Ltd. (江西東維汽車銷售有限公司) and Chairman of Hubei Changjiang Era Communications Co., Ltd. (湖北長江時代通信有限公司). Mr. Song is currently a director of HyalRoute Communication Group Limited (海容通信集團有限公司).

Mr. Song has entered into a letter of appointment with the Company and he is subject to retirement by rotation and re-election in accordance with the Bye-laws of the Company. Mr. Song is entitled to a director’s fee of HK\$250,000 per annum, which is determined with reference to the prevailing market conditions, and with regards to his experience and duties and responsibilities in the Group.

As at the Latest Practicable Date, Mr. Song was not interested in any Shares for the purposes of the SFO.

**INDEPENDENT NON-EXECUTIVE DIRECTOR**

**Ms. Cao Xinyi** (“Ms. Cao”), aged 34, is currently an independent non-executive Director of the Company and also the chairman of audit committee. Ms. Cao joined the Group in October 2016. Ms. Cao is the chairman, executive Director and company secretary of E-Commodities Holdings Limited (“E-Commodities”), a company incorporated in the British Virgin Islands with limited liability and the shares of which are listed on The Stock Exchange of Hong Kong Limited (stock code: 1733). Ms. Cao has long term experience in the business and operations of E-Commodities, and has been closely involved with the financial affairs of E-Commodities and has extensive experience in investors’ relationship. From 2005 to 2009, Ms. Cao has served at PricewaterhouseCoopers. She graduated from the City University of Hong Kong with a bachelor’s degree in Business Administration in 2005. Ms. Cao is a member of the Hong Kong Institute of Certified Public Accountants.

Ms. Cao has entered into a letter of appointment with the Company and she is subject to retirement by rotation and re-election in accordance with the Bye-laws of the Company. Ms. Cao is entitled to a director’s fee of HK\$250,000 per annum, which is determined with reference to the prevailing market conditions, and with regards to her experience and duties and responsibilities in the Group.

As at the Latest Practicable Date, Ms. Cao was not interested in any Shares for the purposes of the SFO.

Save as disclosed above, there is no other information relating to the above directors which is required to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules, nor are there any other matters concerning the above directors that need to be brought to the attention of the Shareholders.



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## NOTICE OF ANNUAL GENERAL MEETING

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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 IS HEREBY GIVEN** that the Annual General Meeting (the “Meeting”) 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 28 June 2017 at 11:00 a.m. for the purpose of considering and, if thought fit, with or without modification, passing the following resolutions:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “Director(s)”) and of the auditor for the year ended 31 December 2016.
- 2A. To re-elect the following retiring Directors:
  - (i) Dr. Zhang Yangyang, Dr. Luan Lin, Mr. Dorian Barak and Mr. Ko Chun Shun, Johnson as executive Directors; and
  - (ii) Mr. Song Dawei as a non-executive Director; and
  - (iii) Ms. Cao Xinyi as an independent non-executive Director;
- 2B. To authorise the board of Directors to fix the remuneration of the Directors.
3. To appoint auditor of the Company and to authorise the board of Directors to fix his remuneration.
- 4A. **“THAT**
  - (a) subject to paragraph (c) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with the additional ordinary shares in the share capital of the Company and to make or grant offers, agreements and options, including bonds, warrants, notes, debentures and other securities which carry rights to subscribe for or are convertible into ordinary shares (“Shares”) of the Company, which might require the exercise of such powers be and is hereby generally and unconditionally approved;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options, including bonds, warrants, notes, debentures and other securities which carry rights to subscribe for or are convertible into Shares of the Company, which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of the Shares in the share capital allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to:
  - (i) a Rights Issue (as hereinafter defined);
  - (ii) the exercise of rights of subscription or conversion under terms of any existing warrants, bonds, debentures, notes and other securities of the Company;
  - (iii) the exercise of option granted under any share option scheme or any similar arrangement for the time being adopted for the grant or issue to officers and/or employees and/or other eligible persons of the Company and/or any of subsidiaries of shares or rights to acquire Shares of the Company;
  - (iv) any scrip dividend or similar arrangement providing for the allotment and issue of Shares of the Company in lieu of the whole or part of a dividend on the Shares of the Company in accordance with the bye-laws of the Company in force from time to time;
  - (v) the exercise of any conversion rights attaching to any convertible notes issued or to be issued by the Company; and
  - (vi) a specified authority granted by the shareholders of the Company in general meeting; shall not exceed 20% of the aggregate nominal amount of the Shares in the share capital of the Company in issue on the date of passing this resolution; and the said approval shall be limited accordingly.
- (d) subject to the passing of each of the paragraphs (a), (b) and (c) of this resolution, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) of this resolution which had been granted to the Directors and which are still in effect be and hereby revoked; and
- (e) for the purpose of this resolution:

“Relevant Period” means the period from the date of passing this resolution until whichever is the earlier of:

  - (i) the conclusion of the next annual general meeting of the Company;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; and
- (iii) the revocation or variation or renewal of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of Shares in the Company, or an offer or issue of warrants, options or other securities giving rights to subscribe for Shares of the Company, open for a period fixed by the Directors to holders of the Shares of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognized regulatory body or any stock exchange in, any territories applicable to the Company).”

#### 4B. **“THAT**

- (a) subject to paragraph (b) of this resolution, the exercise by the Director during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase the Shares in the share capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchanges on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with the applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchanges as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the Share of the Company which the Company is authorised to purchase pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the Shares in the shares capital of the Company in issue at the date of passing of this resolution and the authority pursuant to paragraph (a) of this resolution be limited accordingly; and
- (c) for the purpose of this resolution:

“Relevant Period” means the period from the date of passing this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (iii) the revocation or variation or renewal of the authority given under this resolution by an ordinary resolution of shareholders of the Company in general meeting.”
- 4C. “**THAT** subject to the passing of the above resolutions 4A and 4B, the aggregate nominal amount of Share which are to be purchased by the Company pursuant to the authority granted to the Directors as mentioned in resolution 4B shall be added to the aggregate nominal amount of Shares in the share capital that may be allotted or agreed to be allotted by the Directors pursuant to resolution 4A.”
5. “**THAT**
- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue, procure the transfer of and otherwise deal with new Shares underlying any RS Awards granted under the Restricted Share Award Scheme as and when the RS Awards vest be and is hereby approved;
- (b) no RS Awards shall be granted by the Directors if as a result of such grant the aggregate number of new Shares underlying all RS Awards granted by the Directors (excluding RS Awards that have lapsed or been cancelled in accordance with the rules of the Restricted Share Award Scheme) shall exceed 2.5% of the number of Shares in the Company in issue as at the date on which the Board adopted the Restricted Share Award Scheme, i.e. 10 December 2014; and
- (c) for the purposes of this resolution, “Relevant Period” means the period from the passing of this resolution until the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law to be held; and
- (iii) the revocation or variation of the approval given by this resolution by a resolution of members of the Company in general meeting.”

By order of the Board  
**KuangChi Science Limited**  
**Dr. Liu Ruopeng**  
*Chairman and Executive Director*

Hong Kong, 29 April 2017

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## NOTICE OF ANNUAL GENERAL MEETING

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*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 but must attend the Meeting in person to represent you.

Where there are joint registered holders of any share of the Company, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at the Meeting personally or by proxy, one of the holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

2. A form of proxy for use at the Meeting is enclosed. In order 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, Wanchai, 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.

The record date for determining the entitlement of shareholders of the Company to attend and vote at the Meeting will be 21 June 2017. All transfers of shares of the Company accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Secretaries Limited at Level 22, Hopewell, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on 21 June 2017.

4. As at the date of this notice, the Board comprises five executive Directors, namely Dr. Liu Ruopeng, Dr. Zhang Yangyang, Dr. Luan Lin, Mr. Ko Chun Shun, Johnson and Mr. Dorian Barak; one non-executive Director namely Mr. Song Dawei and three independent non-executive Directors, namely Dr. Liu Jun, Dr. Wong Kai Kit and Ms. Cao Xinyi.