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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 “**Meeting**”) of KuangChi Science Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) will be held at 11:00 a.m. on Thursday, 12 October 2023 at 2nd Floor, Software Building, No.9 Gaoxin Middle 1st Road, Nanshan District, Shenzhen, China for the purposes of considering and, if thought fit, passing (with or without modifications), the following resolution (the “**Resolution**”) as ordinary resolution of the Company:

ORDINARY RESOLUTION

1. “**THAT:**

- (a) the disposal (the “**Possible Disposal**”) on the open market of the Shenzhen Stock Exchange of up to 33,000,000 shares in Kuang-Chi Technologies Co., Ltd. (stock code: 002625) (the “**KCT Share(s)**”) held by the Group during the 12-month period from the date of the passing the relevant ordinary resolution at this Meeting (the “**Mandate Period**”) be and is hereby approved subject to the following conditions:
 - (i) the Possible Disposal shall be conducted on normal commercial terms and shall be fair and reasonable and in the interests of the Company and its Shareholders as a whole;

- (ii) the price of the Possible Disposal shall be settled in cash;
 - (iii) the selling price of each KCT Share shall be no less than RMB12.23, which is a price that is 80% of the average closing price of the KCT Shares during the last three months immediately prior to 9 August 2023 (excluding transaction costs);
 - (iv) all of the percentage ratios under the Listing Rules for the Possible Disposal are below 75%;
 - (v) the Possible Disposal shall comply with relevant applicable laws and regulations, including any applicable trading regulations in Hong Kong and the People's Republic of China; and
 - (vi) the Possible Disposal shall also comply with all regulations mandated by the Shenzhen Stock Exchange and the China Securities Regulatory Commission, including but not limited to regulations in relation to pre-announcement and blackout period.
- (b) the Directors acting together or by committee, or any Director acting individually, be and is/are hereby authorised and empowered to determine, decide, execute and implement with full discretion all matters relating to the Possible Disposal from time to time during the Mandate Period, including but not limited to, the number of batches of disposals, the number of shares to be sold in each disposal, the timing of each disposal, the manner of disposal or sales on the open market and the selling price (subject to the parameters set out above) and to do all such acts and things, including but not limited to, execution of all documents which the Directors deem necessary, appropriate or desirable to implement and give full effect to the Possible Disposal and the transactions contemplated thereunder or in connection with the exercise of the Possible Disposal.”

On behalf of the Board
KuangChi Science Limited
Cheng Chi Chung Kevin
Company Secretary

26 September 2023

Registered office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

*Head office and principal place
of business in Hong Kong:*
Unit 1104, 11/F.
Leighton Centre
77 Leighton Road
Causeway Bay
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the Meeting. A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
2. In the case of joint registered holders of shares of the Company (“**Shares**”), any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such Share as if he/she/it were solely entitled thereto, but if more than one of such joint registered holders are present at the Meeting, personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of such Shares, or his/her/its proxy, shall alone be entitled to vote in respect thereof.
3. 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 deposited with the Hong Kong branch share registrar and transfer office of the Company, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, in accordance with the instructions printed thereon a by 11:00 a.m. (Hong Kong time) on Tuesday, 10 October 2023 or not later than 48 hours before the time for holding the adjourned meeting (if any).
4. In order to determine the right to attend the Meeting, the register of members of the Company will be closed from Monday, 9 October 2023 to Thursday, 12 October 2023 (both days inclusive), during which period no transfer of the Shares will be effected. In order to be qualified for the attendance of the Meeting, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, by no later than 4:30 p.m. on Friday, 6 October 2023.
5. A form of proxy for use at the Meeting is enclosed with the circular of the Company dated 26 September 2023. Completion and return of the form of proxy should not preclude a member from attending and voting in person at the Meeting or any adjournment thereof and in such event, the form of proxy shall be deemed to be revoked.
6. The Resolution will be voted by way of poll as required by the Listing Rules.

As at the date of this notice, the board of directors comprises four executive directors, namely Dr. Liu Ruopeng, Dr. Luan Lin, Dr. Zhang Yangyang and Dr. Ji Chunlin; one non-executive director, namely Mr. Li Chiu Ho; and three independent non-executive directors, namely Dr. Wong Kai Kit, Mr. Choi Wing Koon and Dr. Wu Zhili.