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**VARITRONIX**

## **VARITRONIX INTERNATIONAL LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 710)**

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

**NOTICE IS HEREBY GIVEN** that the special general meeting of Varitronix International Limited (the “Company”) will be held at Units A – F, 35/F., Legend Tower, No. 7 Shing Yip Street, Kwun Tong, Kowloon, Hong Kong on Thursday, 29 December 2016 at 10:00 a.m. for the following purposes:

#### **ORDINARY RESOLUTIONS**

1. **“THAT:**

- (a) the terms of the renewed master purchase agreement (the “Renewed Master Purchase Agreement”) (a copy of which is tabled at the meeting and marked “A” for identification purposes) dated 27 October 2016 entered into between the Company and BOE Technology Group Co., Ltd (“BOE”) and the Company’s execution and delivery thereof be and are hereby approved in all respects;
- (b) the transactions contemplated under the Renewed Master Purchase Agreement for the three years ending 31 December 2018 (the “Purchase Transactions”) and the Company’s entering into and implementation thereof from time to time thereunder and the latest terms governing the same be and are hereby approved in all respects;
- (c) the proposed annual caps as set out in the circular of the Company dated 12 December 2016 (the “Circular”) in respect of the Purchase Transactions for the three years ending 31 December 2018 be and are hereby approved in all respects; and
- (d) any one director of the Company be and is hereby authorized for and on behalf of the Company to execute and deliver all such documents, instruments or agreements and to do all such other acts or things which he/she/they may in his/her/their absolute discretion consider necessary or desirable in connection with or incidental to any of the matters contemplated under the Purchase Transactions for the three years ending 31 December 2018 and/or the said annual caps.”

2. “**THAT:**

- (a) the terms of the master subcontracting agreement (the “Master Subcontracting Agreement”) (a copy of which is tabled at the meeting and marked “B” for identification purposes) dated 27 October 2016 entered into between the Company and BOE and the Company’s execution and delivery thereof be and are hereby approved in all respects;
- (b) the transactions contemplated under the Master Subcontracting Agreement for the three years ending 31 December 2018 (the “Subcontracting Transactions”) and the Company’s entering into and implementation thereof from time to time thereunder and the latest terms governing the same be and are hereby approved in all respects;
- (c) the proposed annual caps as set out in the Circular in respect of the Subcontracting Transactions for the three years ending 31 December 2018 be and are hereby approved in all respects; and
- (d) any one director of the Company be and is hereby authorized for and on behalf of the Company to execute and deliver all such documents, instruments or agreements and to do all such other acts or things which he/she/they may in his/her/their absolute discretion consider necessary or desirable in connection with or incidental to any of the matters contemplated under the Subcontracting Transactions for the three years ending 31 December 2018 and/or the said annual caps.”

By Order of the Board  
**Varitronix International Limited**  
**Mr. Yao Xiangjun**  
*Chairman*

Hong Kong, 12 December 2016

*Notes:*

- 1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- 2. Where there are joint registered holders of any share, 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 be present at the meeting personally or by proxy, 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 shall alone be entitled to vote in respect thereof.
- 3. To be valid, a proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited to the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the appointed time for holding the meeting or any adjourned meeting.
- 4. Whether or not you intend to attend and vote at the meeting, you are requested to complete and return the form of proxy. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting should you so wish.

*As at the date of this announcement, the Board comprises nine Directors, of whom Mr. Yao Xiangjun, Ms. Ko Wing Yan, Samantha and Mr. Su Ning are executive Directors, Ms. Yang Xiaoping, Mr. Dong Xue and Mr. Yuan Feng are non-executive Directors, and Mr. Fung, Yuk Kan Peter, Mr. Chu, Howard Ho Hwa and Mr. Hou Ziqiang are independent non-executive Directors.*