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Ko Yo Ecological Agrotech (Group) Limited

玖源生態農業科技(集團)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8042)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of Ko Yo Ecological Agrotech (Group) Limited (“**Company**”) will be held at Room 02, 31/F Sino Plaza, 255-257 Gloucester Road, Causeway Bay, Hong Kong on Monday, 24 December 2007 at 10:00 a.m. or any adjournment to consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modifications):

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the sale and purchase agreement (a copy of which has been produced to the EGM marked “A” and initialled by the chairman of the EGM for the purpose of identification) entered in on 17 September 2007 between, among others, Mr. Li Weiruo, Well Sunshine Trading Limited, Mr. Yuan Bai and Mr. Yan Wei as vendors and Bright Bridge Investments Limited as purchaser (the “**Sale and Purchase Agreement**”) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) any director of the Company (the “**Director**”) be and is hereby authorised in his or her absolute discretion to exercise the authorities, powers and discretion on behalf of the board of Directors to deal with all matters and sign any ancillary documentation (whether with seal or not) in relation to and in connection with the Sale and Purchase Agreement and the transactions contemplated thereunder.”

2. “**THAT**

- (a) subject to and conditional on the passing of ordinary resolution no. 1 and the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval for the listing of, and permission to deal in, the Consideration Shares (as defined below), the allotment and issue of 473,060,000 shares of HK\$0.1 each in the share capital of the Company (the “**Consideration Shares**”) be and are hereby approved; and
- (b) any Director be and is hereby authorised in his or her absolute discretion to exercise the authorities, powers and discretion on behalf of the board of Directors to deal with all matters and sign any ancillary documentation (whether with seal or not) in relation to and in connection with the allotment and issue of the Consideration Shares.”

3. **“THAT**

- (a) subject to and conditional on the passing of ordinary resolution no. 1, the waiver (the **“Whitewash Waiver”**) granted or to be granted by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong and any delegate of such Executive Director pursuant to Note 1 on dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers in respect of the obligation on the part of Mr. Li Weiruo and any parties acting in concert with him, to make a mandatory general offer to the shareholders of the Company for all issued shares of the Company not already owned or agreed to be acquired by them under Rule 26 of the Hong Kong Code on Takeovers and Mergers as a result of the allotment and issue of the Consideration Shares be and is hereby approved; and
- (b) any Director be and is hereby authorised in his or her absolute discretion to exercise the authorities, powers and discretion on behalf of the board of Directors to deal with all matters and sign any ancillary documentation (whether with seal or not) in relation to and in connection with the Whitewash Waiver.”

4. **“THAT**

- (a) subject to and conditional on the passing of ordinary resolution no. 1 and 2, the authorised share capital of the Company be and is hereby increased from HK\$100,000,000 divided into 1,000,000,000 shares of HK\$0.1 each to HK\$200,000,000 divided into 2,000,000,000 shares of HK\$0.1 each by creation of an additional 1,000,000,000 new shares of HK\$0.1 each; and
- (b) any Director be and is hereby authorised in his or her absolute discretion to exercise the authorities, powers and discretion on behalf of the board of Directors to deal with all matters and sign any ancillary documentation (whether with seal or not) in relation to and in connection with the increase of the authorised share capital.”

5. **“THAT** subject to and conditional on the passing of ordinary resolution no. 1 and 2 and the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval for the listing of, and permission to deal in, the Subdivided Shares (as defined below), each of the issued and unissued shares of HK\$0.1 each in the share capital of the Company be and are hereby subdivided (the **“Share Subdivision”**) into five shares of HK\$0.02 each (the **“Subdivided Shares”**) and the Directors be and are hereby authorised to issue new share certificates in respect of the Subdivided Shares to holders of the shares of the Company and to do all things and execute all documents as they shall in their absolute discretion deem necessary or expedient in connection with or incidental to the Share Subdivision.”

By Order of the Board of
Ko Yo Ecological Agrotech (Group) Limited
Li Weiruo
Chairman

Hong Kong, 7 December 2007

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681 GT
Grand Cayman KY1-1111,
Cayman Islands

Principal place of

business in Hong Kong:

Suite No. 02, 31st Floor
Sino Plaza
255-257 Gloucester Road
Causeway Bay
Hong Kong

Notes:

- (1) Any member entitled to attend and vote at the above meeting is entitled to appoint one or, if he is the holder of two or more shares, more than one proxy to attend and vote on his behalf in accordance with the articles of association of the Company. A proxy need not to be a member of the Company.
- (2) the instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney or other person duly authorised.
- (3) To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority must be deposited at the Company's share registrar, Union Registrars Limited, at Rooms 1901-02, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time for holding the above meeting or any adjournment thereof.
- (4) Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (5) In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto to if more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

As at the the date of this notice, the Board comprises five executive Directors, being Mr. Li Weiruo, Mr. Yuan Bai, Ms. Chi Chuan, Ms. Man Au Vivian, Mr. Li Shengdi and three independent non-executive Directors of Mr. Hu Xiaoping, Mr. Woo Che-wor, Alex and Mr. Qian Laizhong.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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:- (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement will remain on the “Latest Company Announcements” page of the GEM website for at least 7 days from the date of its posting and the website of the Company at www.koyochem.com.