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**Ko Yo Chemical (Group) Limited**

**玖源化工(集團)有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 0827)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of the members of Ko Yo Chemical (Group) Limited (the “Company”) will be held at Suite No. 02, 31st Floor, Sino Plaza, 255–257 Gloucester Road, Causeway Bay, Hong Kong on Tuesday, 31 May 2022 at 3:00 p.m. for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries, the reports of the directors and the auditors, the environmental, social and governance report and the corporate governance report for the year ended 31 December 2021;
2. To consider the re-election of the retiring directors of the Company;
3. To consider and authorize the board of directors (the “Board”) of the Company to fix the directors’ remunerations;
4. To consider the re-appointment of ZHONGHUI ANDA CPA Limited as auditors of the Company and to authorize the Board to fix their remuneration; and

As special business, to consider and if thought fit, pass the following resolutions as ordinary resolutions:

5. **“THAT:**

- (a) subject to sub-paragraph (c) below, the exercise by the directors of the Company (“Directors”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with the ordinary shares of par value HK\$0.10 each (the “Shares”) in the capital of the Company and to make an offer or agreement or grant an option which would or might require such Shares to be allotted and issued be generally and unconditionally approved;
- (b) the Directors be authorized to make an offer or agreement or grant an option during the Relevant Period which would or might require Shares in the capital of the Company to be allotted and issued either during or after the end of the Relevant Period pursuant to sub-paragraph (a) above;
- (c) the aggregate number of the Shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approvals in sub-paragraphs (a) and (b) above, otherwise than pursuant to a rights issue (as defined below) or pursuant to the exercise of options which may be granted under the share option schemes adopted by the Company or an issue of Shares of the Company in lieu of the whole or part of a dividend on Shares of the Company in accordance with the articles of association of the Company, shall not exceed the aggregate of:
  - (i) 20% of the aggregate number of the Shares of the Company in issue; and
  - (ii) conditional on the passing of Resolution No. 7 below, the aggregate number of the Shares of the Company purchased under the authority referred to in Resolution No. 6;
- (d) for the purpose of this resolution:

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

  - (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the articles of association of the Company to be held; or
  - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution; and

“rights issue” means the allotment or issue of Shares in the Company or other securities which would or might require Shares to be allotted and issued pursuant to an offer made to all the shareholders of the Company (excluding for such purpose any shareholder who is resident in a place where such offer is not permitted under the laws of that place) and, where appropriate, the holders of other equity securities of the Company entitled to such offer, pro rata (apart from fractional entitlements) to their existing holdings of Shares or such other equity securities.”

6. **“THAT:**

(a) the Directors be granted a general mandate to exercise all the powers of the Company to purchase its own securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which shares in the capital of the Company may be listed and which is recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, such number of securities as will represent up to 10% of the aggregate number of the Shares of the Company in issue, during the Relevant Period (defined below) in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”) (as amended from time to time) (or of such other stock exchange);

(b) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the articles of association of the Company to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

7. **“THAT** the unconditional general mandate referred to in Resolution No. 5 above be extended by the addition to the aggregate number of the Shares of the Company which may be allotted or agreed to be allotted by the Directors pursuant to such unconditional general mandate of an amount representing the aggregate number of the Shares of the Company purchased by the Company pursuant to the mandate to purchase securities

referred to in Resolution No. 6 above, provided that such extended amount shall not exceed 10% of the aggregate number of the Shares of the Company in issue.”

On behalf of the board  
**Chung Tin Ming**  
*Company Secretary*

Hong Kong, 13 April 2022

*Notes:*

- (1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and, in the event of, a poll, vote instead of him. A proxy need not be a member of the Company.
- (2) In order to be valid, the form of proxy must be deposited with the Company’s share registrar in Hong Kong, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong, together with any power of attorney or other authority, under which it is signed, or a notarially certified copy of that power or authority, not less than 48 hours before the time for holding the meeting or any adjournment thereof.
- (3) Where there are joint holders of any shares in the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint holders are present at the meeting, 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, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- (4) Concerning Resolutions No. 5 and No. 6, the Board wishes to state that there is no immediate plan to issue any new shares or to repurchase any shares of the Company. The general mandates are being sought from shareholders in compliance with the Companies Law (Law 3 of 1961, as revised and consolidated) of the Cayman Islands and the Listing Rules.
- (5) The Register of Members of the Company will be closed from Thursday, 26 May 2022 to Tuesday, 31 May 2022, both days inclusive, during which period no share transfers will be effected. In order to ascertain shareholders’ rights for attending and voting at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company’s share registrar in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Wednesday, 25 May 2022.
- (6) If Typhoon Signal No. 8 or above, or a “black” rainstorm warning or “extreme conditions after super typhoons” announced by the Government of Hong Kong is/are in effect any time after 12:00 noon on the date of the Annual General Meeting, the meeting will be postponed. The Company will publish an announcement on the website of the Company at [www.koyochem.com](http://www.koyochem.com) and on the HKExnews website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify Shareholders of the date, time and venue of the rescheduled meeting.

*As at the date of this announcement, the Board comprises three executive directors, being Mr. Tang Guoqiang, Mr. Shi Jianmin and Mr. Zhang Weihua, and three independent non-executive directors being, Mr. Hu Xiaoping, Mr. Xu Congcai and Mr. Le Yiren.*

## PRECAUTIONARY MEASURES FOR THE AGM

In view of the ongoing Novel Coronavirus (“COVID-19”) pandemic and recent requirements, if any, for prevention and control of its spread, the Company will implement the following preventive measures at its AGM:

- (i) Compulsory body temperature check will be conducted on every shareholder, proxy and other attendee at the entrance of the AGM venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the AGM venue and be asked to leave the AGM venue.
- (ii) Shareholders that (a) have travelled, and have been in close contact with any person who has travelled, outside of Hong Kong (as per guidelines issued by the Hong Kong government at <https://www.chp.gov.hk/en/features/102742.html>) at any time in the preceding 14 days; (b) are, and have been, in close contact with any person who is, subject to any Hong Kong Government prescribed compulsory quarantine (including home quarantine); (c) are, and have been, in close contact with anyone who has contracted COVID-19, has been tested preliminarily positive of COVID-19 or is suspected of contracting COVID-19; or (d) have any flu-like symptoms, may be denied entry into the AGM venue and be asked to leave the AGM venue.
- (iii) All shareholders, proxies and other attendees are required to wear surgical face masks inside the AGM venue at all times. Any person who does not comply with this requirement may be denied entry into the AGM venue and be asked to leave the AGM venue. A safe distance between seats are also recommended.
- (iv) No refreshments will be served, and there will be no corporate gifts.

To enable Shareholders to participate in the AGM and to speak and observe in relation to the resolution(s) to be resolved at the AGM, Shareholders not attending the AGM in person may join a live streaming webcast of the AGM where they can both speak and see during the discussion session at the AGM via Zoom at zoom link address. Shareholders that intend to participate in the AGM via Zoom shall contact the Company’s share registrar in Hong Kong, Union Registrars Limited before 4:00 p.m. on Friday, 27 May 2022 to obtain a passcode to join the AGM via the following means:

By email: [827AGM@unionregistrars.com.hk](mailto:827AGM@unionregistrars.com.hk)      By telephone: (852) 2849 3399

Registration will require the following personal particulars:

- a) full name;
- b) registered address;

- c) number of shares held;
- d) contact telephone number; and
- e) email address.

Shareholders should note that viewing the live streaming webcast of the AGM via Zoom will not be counted towards a quorum nor will they be able to cast their votes online. Shareholders who wish to vote are strongly encouraged to appoint the chairman of the AGM as their proxy to vote on the relevant resolution(s) at the AGM by completing and returning the proxy form in accordance with the instructions therein by a time not less than 48 hours before the time appointed for the AGM (i.e. 3:00 p.m. on Sunday, 29 May 2022).

To the extent permitted under the applicable laws, the Company reserves the right to deny any person entry into the AGM venue or require any person to leave the AGM venue so as to ensure the health and safety of the other attendees at the AGM. Subject to the development of COVID-19, the Company may be required to change the AGM arrangements at short notice. Shareholders should check the websites of the Company ([www.koyochem.com](http://www.koyochem.com)) and the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) for further announcements and updates on the AGM arrangements.

In addition, the Company reminds all Shareholders that physical attendance in person at the meeting is not necessary for the purpose of exercising voting rights.

Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting instead of attending the meeting in person, by completing and return the proxy form attached to this document. If any Shareholder chooses not to attend the meeting in person but has any questions about any resolutions or about the Company, or has any matter for communication with the Board, he/she is welcome to send such questions or matter in writing to our registered office. If any Shareholder has any questions relating to the meeting, please contact the Company's share registrar in Hong Kong, Union Registrars Limited at (852) 2849 3399.