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If you are in doubt about 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 **Ko Yo Chemical (Group) Limited**, you should at once hand this circular to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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Ko Yo Chemical (Group) Limited

玫源化工(集團)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 0827)

**PROPOSED GENERAL MANDATES TO ISSUE
AND
REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of Ko Yo Chemical (Group) Limited (the “Company”) to be held at Suite No. 02, 31st Floor, Sino Plaza, 255–257 Gloucester Road, Causeway Bay, Hong Kong on Friday, 25 May 2018, at 3:00 p.m., is set out on pages 13 to 16 of this circular. A form of proxy for use at the annual general meeting is also enclosed.

Whether or not you intend to attend the annual general meeting, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the share registrar of the Company 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. The completion and return of the form of the proxy will not preclude you from attending and voting in person at the annual general meeting or any adjourned meetings should you so desire.

9 April 2018

DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Suite No. 02, 31st Floor, Sino Plaza, 255–257 Gloucester Road, Causeway Bay, Hong Kong on Friday, 25 May 2018, at 3:00 p.m., notice of which is set out on pages 13 to 16 of this circular
“Board”	the Board of Directors
“Company”	Ko Yo Chemical (Group) Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“Corporate Governance Code”	the Code on Corporate Governance Practices set out in Appendix 14 to the Listing Rules
“Director(s)”	the director(s) of the Company
“Existing Issue Mandate”	the general mandate granted to the Directors on 12 May 2017 to exercise the powers of the Company to allot, issue and otherwise deal with Shares during the relevant period of up to 20% of the aggregate nominal value of the issued share capital of the Company as at date of relevant resolution
“Existing Repurchase Mandate”	the general mandate granted to the Directors on 12 May 2017 to exercise the powers of the Company to repurchase Shares during the relevant period of up to 10% of the aggregate nominal value of the issued share capital of the Company as at date of relevant resolution
“Latest Practicable Date”	29 March 2018, being the latest practicable date for the purpose of ascertaining certain information contained in this circular prior to dispatch of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Ordinary Resolution(s)”	means the proposed ordinary resolution(s) in respect of the special business as referred to in the notice of Annual General Meeting

DEFINITIONS

“Proposed Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with Shares during the relevant period of up to a maximum of 20% of issued share capital of the Company as at the date of passing the Resolution No. 5 as set out in the notice of the Annual General Meeting
“Proposed Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise the powers of the Company to repurchase Shares during the relevant period up to a maximum of 10% of issued share capital of the Company as at the date of passing the Resolution No. 6 as set out in the notice of the Annual General Meeting
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of par value HK\$0.10 each in the capital of the Company
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	Hong Kong Codes on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong



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)

Executive Directors:

Mr. Wu Tianran (*Chairman*)
Mr. Li Weiruo
Mr. Yuan Bai
Mr. Wan Congxin

Registered Office:

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

Non-executive Director:

Mr. Zhang Fubo

*Principal place of business
in Hong Kong:*

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

Independent Non-executive Directors:

Mr. Hu Xiaoping
Mr. Shi Lei
Mr. Xu Congcai

9 April 2018

To the Shareholders

Dear Sir or Madam,

**PROPOSED GENERAL MANDATES TO ISSUE
AND
REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the Annual General Meeting for (a) the re-election of retiring Directors; (b) the renewal of the Existing Issue Mandate; (c) the renewal of the Existing Repurchase Mandate; and (d) the extension of the Proposed Issue Mandate by adding to it the aggregate number of the Shares to be repurchased under the Proposed Repurchase Mandate.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 87 of the articles of association of the Company and to ensure the compliance with the Corporate Governance Code, the following Directors, namely, Mr. Zhang Fubo and Mr. Xu Congcai will retire at the Annual General Meeting.

Pursuant to A.4.3 of the Corporate Governance Code, any further appointment of an independent non-executive director in excess of nine years should subject to a separate resolution to be approved by shareholders. Mr. Hu Xiaoping was appointed as independent non-executive Director in June 2003 and has served on the Board over nine years. Therefore, Mr. Hu Xiaoping should retire at the Annual General Meeting. Nevertheless, the Board recommends the Shareholders to vote in favour of the resolution to re-elect Mr. Hu Xiaoping as independent non-executive Director for a further term of 2 years. Mr. Hu Xiaoping is currently a professor of the Southwestern University of Finance and Economic and he has made valuable contribution to the Company by providing his knowledge in economics. There is no evidence that the independence of Mr. Hu Xiaoping, especially in terms of exercising independent judgment and objective challenges to the management, has been or will be in any way compromised or affected by their length of service to the Board. Besides, Mr. Hu Xiaoping has provided an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Board therefore recommends the re-election of Mr. Hu Xiaoping as independent non-executive Director for a further term of 2 year in the Annual General Meeting.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at the relevant general meeting. Brief biographical details of the retiring Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 12 May 2017, ordinary resolutions were passed granting the Existing Issue Mandate and Existing Repurchase Mandate to the Directors. In accordance with the provisions of the Listing Rules and the terms of the Existing Issue Mandate and Existing Repurchase Mandate, the Existing Issue Mandate and Existing Repurchase Mandate will expire at the conclusion of the Annual General Meeting.

Resolution No. 5 in the notice of the Annual General Meeting will be proposed at the Annual General Meeting to renew the Existing Issue Mandate. The Proposed Issue Mandate will confer on the Directors the power to allot, issue and otherwise deal with Shares of up to 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution granting such mandate. The number of new Shares can be allotted under the Proposed Issue Mandate is 859,608,519 based on the issued Shares at the Latest Practicable Date.

LETTER FROM THE BOARD

Resolution No. 6 in the notice of the Annual General Meeting will also be proposed at the Annual General Meeting to renew the Existing Repurchase Mandate. Moreover, Resolution No. 7 will be proposed to extend the Proposed Issue Mandate only after exercised the Proposed Repurchase Mandate, provide that such extended amount representing the aggregate nominal amount of the share capital of the Company purchased under the Proposed Repurchase Mandate shall not exceed 10% of the aggregate nominal value of the share capital of the Company at the date of passing the Resolution No. 6. Such mandates will continue in force until the conclusion of the next annual general meeting of the Company, or the expiration of the period within the next annual general meeting of the Company is required by law or the articles of association to be held, or until the general mandates are revoked or varied by an ordinary resolution of Shareholders in general meeting, whichever is the earliest. With reference to the proposed new general mandates, the Directors wish to state that they have no immediate plans to issue or repurchase any Shares pursuant to the relevant mandates.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Proposed Repurchase Mandate containing all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolutions at the Annual General Meeting is set out in the Appendix I to this circular.

ANNUAL GENERAL MEETING

A notice of the Annual General Meeting is set out on pages 13 to 16 of this circular. At the Annual General Meeting, in addition to the ordinary business of the meeting, resolutions will be proposed as special businesses to approve the Proposed Issue Mandate, the Proposed Repurchase Mandate, the extension of the Proposed Issue Mandate and the re-election of retiring Directors.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you intend to attend the meeting in person, please complete the form of proxy in accordance with the instructions printed thereon and return the same to the share registrar of the Company 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. The completion and return of the form of the proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meetings should you so desire.

In accordance with the Rule 13.39(4) of Listing Rules, all votes of the Shareholders to be taken at the Annual General Meeting must be taken by poll, and an announcement of the results of which will be published on the date of the Annual General Meeting or the business day following the Annual General Meeting as prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors are of the opinion that the proposals referred to above are in the best interests of the Company and therefore recommend you to vote in favour of the relevant resolutions in relation to the Proposed Issue Mandate, Proposed Repurchase Mandate, the extension of the Proposed Issue Mandate and re-election of directors at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board of
Ko Yo Chemical (Group) Limited
Wu Tianran
Chairman

The explanatory statement contains all the information required to be given to the Shareholders pursuant to the requirement of Listing Rules. The purpose of this explanatory statement is to provide the Shareholders with all information reasonably necessary for them to make an informed decision as to whether to pass the resolution approving the Proposed Repurchase Mandate at the Annual General Meeting.

1. RELEVANT LEGAL AND REGULATORY REQUIREMENTS IN HONG KONG

(a) Shareholders' approval

All repurchase of Shares, which must be fully paid up, on the Stock Exchange, by the Company on the Stock Exchange must be approved in advance by an ordinary resolution of Shareholders of the Company, either by way of a general mandate or by specific approval in relation to specific transactions.

(b) Source of funds

All repurchases by the Company must be funded out of funds legally available for the purpose in accordance with the applicable laws of the Cayman Islands and the articles of association of the Company. The Company may not repurchase its own Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Under Cayman Islands law, any repurchases by the Company may be made out of profits of the Company or out of the proceeds of a fresh issue of Shares made for the purposes of the repurchase or, under certain circumstances, out of capital. Any premium payable on a repurchase must be made out of the profits of the Company or out of the Company's share premium account before or at the time the shares are purchased or, under certain circumstances, out of capital. If payment is made out of capital, the Company must be able to pay its debts as they fall due in the ordinary course of business.

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the latest published audited consolidated accounts contained in the annual report for the year ended 31 December 2017 in the event that the Proposed Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Proposed Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

(c) Connected parties

The Company shall not knowingly repurchase Shares on the Stock Exchange from a "connected person", that is, a director, chief executive, substantial shareholder or management shareholder of the Company or any of their associates (as defined in the Listing Rules) and a connected person shall not knowingly sell his Shares to the Company on the Stock Exchange. As at the Latest Practicable Date, so far as is known to the Company, no connected persons have notified the Company that they have a present intention to sell the Shares.

(d) Takeovers code

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase securities pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or 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.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and its Shareholders for the Directors to have general authority from the Shareholders to enable the Company 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 per Share and/or earnings per Share and will only be made where the Directors believe that such repurchases will benefit the Company and its Shareholders.

3. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 4,298,042,599 Shares of par value HK\$0.10 each. Subject to the passing of the resolution granting the Proposed Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed to repurchase a maximum of 429,804,259 Shares during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by applicable laws of the Cayman Islands or the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

4. SECURITIES PRICES

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the previous twelve months before the Latest Practicable Date:

Month	Highest trade price <i>HK\$</i>	Lowest trade price <i>HK\$</i>
2017		
March	0.235	0.196
April	0.215	0.190
May	0.208	0.149
June	0.163	0.123
July	0.143	0.116
August	0.158	0.123
September	0.158	0.135
October	0.198	0.132
November	0.168	0.136
December	0.157	0.129
2018		
January	0.158	0.113
February	0.145	0.120
March (up to the Latest Practicable Date)	0.129	0.117

5. GENERAL

To the best of their knowledge, having made all reasonable enquiries, none of the Directors nor any of their associates currently intends to sell any Shares to the Company or its subsidiaries in the event that the Proposed Repurchase Mandate is approved.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the proposed resolution in accordance with the Listing Rules and the laws of the Cayman Islands.

There have been no repurchases of any securities of the Company made in the previous six months (whether on the Stock Exchange or otherwise). The Directors have no present intention to exercise in full the power to repurchase Shares proposed to be granted pursuant to the Proposed Repurchase Mandate.

The details of the retiring directors proposed to be re-elected at the Annual General Meeting are set out as follows:

Zhang Fubo

Non-Executive Director

Mr. Zhang Fubo (“Mr. Zhang”), aged 55, an economist, graduated from East China Normal University in 2004 with a doctoral degree in international economics. Mr. Zhang has over 20 years of working experience. Before joining the Group, Mr. Zhang was the deputy general manager of Shanghai Securities Company Limited from November 2006 to August 2012. He then served as the chairman of Hicend Futures Company Limited from January 2013 to November 2014. He currently also serves as an independent director of Wanjia Asset Management Company Limited since March 2016. Mr. Zhang was previously an independent non-executive director of Tibet Urban Development and Investment Co., Ltd. (a company listed on the Shanghai Stock Exchange, stock code: 600773) from August 2010 to July 2015. He was also an independent non-executive director of Shanghai Jin Jiang International Hotels Development Company Limited (a company listed on the Shanghai Stock Exchange, stock code: 600754) from August 2003 to May 2009, and was later reappointed as an independent non-executive director since August 2015. Mr. Zhang is currently an independent non-executive director of Shanghai Shenhua Holdings Co., Ltd. (a company listed on the Shanghai Stock Exchange, stock code: 600653) and the chairman of Shunfeng International clean energy limited (a company listed on the Main Board of the Stock Exchange, stock code: 1165).

Mr. Zhang does not have any relationship with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company. Other than the personal interests of 5,000,000 shares of the Company, Mr. Zhang does not have any interest in shares of the Company within the meaning of Part XV of the SFO.

Mr. Zhang has entered in to a service agreement with the Company for a period of three years commencing on 16 May 2015 and shall continue thereafter until terminated by either party giving to the other not less than three months’ prior written notice, but is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of the Company. A director’s fee in the amount of HK\$500,000 was paid for his services for the year ended 31 December 2017. The remuneration was determined by the Remuneration Committee of the Company with reference to his duties and responsibilities with the Company and the prevailing market conditions.

Hu Xiaoping*Independent Non-Executive Director*

Mr. Hu Xiaoping (“Mr. Hu”), aged 67, has a bachelor degree in Economics from Sichuan Institute of Finance and Economics in 1982 and a master degree in Economics from Southwestern University of Finance and Economics in 1987. Mr. Hu is currently a professor of the Southwestern University of Finance and Economics. Mr. Hu has been involved in various research projects at both the provincial and state level and has published numerous articles in financial and economics publications in the PRC. Mr. Hu was appointed as an independent non-executive director in June 2003. Save as disclosed above, Mr. Hu did not hold any directorship in other publicly listed companies in the last three years.

Mr. Hu does not have any relationship with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company. Other than the personal interests of 1,200,000 share options of the Company, Mr. Hu does not have any interest in shares of the Company within the meaning of Part XV of the SFO.

There is no service agreement between the Company and Mr. Hu. If re-elected, Mr. Hu will be appointed for a specific term of two years and his emoluments will be determined by the Remuneration Committee of the Company with reference to his duties and responsibilities with the Company, the Company’s performance and the prevailing market conditions. The director’s fee received by Mr. Hu for the year ended 31 December 2017 was HK\$197,000 which was determined with reference to his duties and responsibilities with the Company and the prevailing market conditions.

Xu Congcai*Independent Non-Executive Director*

Mr. Xu Congcai (“Mr. Xu”), aged 66, is an Independent Non-Executive Director of the Group. received a bachelor degree in political economics from Anhui University of Finance and Economics (formerly known as Anhui Institute of Finance and Trade) and in 1998, received a doctorate in economics from the School of Economics, Fudan University. Mr. Xu was admitted to the Special Allowance Program for Outstanding Experts sponsored by the State Council. In 1996, he was recognized as a Young and Middle-aged Expert with Outstanding Contribution. In 2002, he began to serve as an instructor for doctoral candidates to be admitted to the industrial economics programs in Renmin University of China. Currently, he is a professor at Nanjing University of Finance and Economics, a vice president at the Commerce Economy Association of China, a member of the Seventh Session of the Higher Education Institution Approval Committee under the Ministry of Education (from 2017 to 2021), and an executive dean of Taihu University of Wuxi. In addition, Mr. Xu is an independent director of Daqian Ecology and Landscape Co. Ltd. He was previously an independent director of Wuxi Rural Commercial Bank.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

Mr. Xu does not have any relationship with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company. Mr. Xu does not have any interest in shares of the Company within the meaning of Part XV of the SFO.

There is no service agreement between the Company and Mr. Xu. If re-elected, Mr. Xu will be appointed for a specific term of two years and his emoluments will be determined by the Remuneration Committee of the Company with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market conditions. The director's fee of Mr. Xu for the period between 1 August 2017 and 31 December 2017 was HK\$83,000 which was determined with reference to his duties and responsibilities with the Company and the prevailing market conditions.

NOTICE OF ANNUAL GENERAL MEETING



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)

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

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 Friday, 25 May 2018 at 3:00 p.m. for the following purposes:

1. To receive and consider 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 2017;
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

NOTICE OF ANNUAL GENERAL MEETING

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 nominal value of the Shares in the capital 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 nominal value of the share capital of the Company in issue; and
 - (ii) conditional on the passing of Resolution No. 7 below, the aggregate nominal amount of the share capital 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

NOTICE OF ANNUAL GENERAL MEETING

- (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 nominal value of the share capital 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.”

NOTICE OF ANNUAL GENERAL MEETING

7. “**THAT** the unconditional general mandate referred to in Resolution No. 5 above be extended by the addition to the aggregate nominal amount of the share capital 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 nominal amount of the securities 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 nominal value of the share capital of the Company in issue.”

On behalf of the board
Chung Tin Ming
Company Secretary

Hong Kong, 9 April 2018

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 Monday, 21 May 2018 to Friday, 25 May 2018, 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 Friday, 18 May 2018.
- (6) If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is 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 and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and venue of the rescheduled meeting.