



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: 00827)

**PROXY FORM FOR THE EXTRAORDINARY GENERAL MEETING
TO BE HELD ON FRIDAY, 26 OCTOBER 2018**

I/We¹ _____
of _____
being the registered holder(s) of² _____ ordinary shares of HK\$0.10 each in the
capital of Ko Yo Chemical (Group) Limited (the “**Company**”), HEREBY APPOINT³ the Chairman of the meeting, or _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary general meeting (the “**EGM**”) of the Company to be held
at Suite No. 02, 31st Floor, Sino Plaza, 255-257 Gloucester Road, Causeway Bay, Hong Kong on Friday, 26 October 2018 at 3:00 p.m. for the
purposes of considering and, if thought fit, passing the resolution set out in the notice of EGM (the “**Notice**”) and at such meeting (or at any
adjournment thereof) to vote for me/us and in the event of a poll to vote for me/us and in my/our name(s) as indicated below or, if no such
indication is given, as my/our proxy thinks fit.

Please indicate with a “√” in appropriate box to indicate how you wish your votes to be cast for the following resolution to be proposed at the
EGM.

ORDINARY RESOLUTION		FOR ⁴	AGAINST ⁴
1.	(i) to approve, confirm and ratify the subscription agreement dated 19 July 2018 (the “ Subscription Agreement ”) between the Company and Mr. Tang Guoqiang (the “ Subscriber ”) and the transaction contemplated thereunder; (ii) to approve the issue by the Company of the convertible bonds in the principal amount of HK\$270,000,000 at an initial conversion price of HK\$0.108 per share (subject to adjustments) (the “ Convertible Bonds ”) pursuant to the Subscription Agreement together with the issuance of the bond instrument and the bond certificate to the Subscriber; (iii) to approve the granting of a specific mandate to the directors of the Company (the “ Directors ”) to issue and allot up to 2,500,000,000 ordinary shares of HK\$0.108 each of the Company to be issued upon the exercise of the conversion rights attaching to the Convertible Bonds at an initial conversion price of HK\$0.108 per share (subject to adjustments) (the “ Conversion Shares ”); and (iv) to authorise any one or more of the Directors (except Mr. Tang Guoqiang) to do all such acts and things and sign and execute all such documents and to take such steps as he/they may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Subscription Agreement and the transaction contemplated thereby, including but not limited to the issue of the Convertible Bonds and the issue and allotment of the Conversion Shares.		

Dated this _____ day of _____ 2018 Signature(s)^(5,6,7,8) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The name of all joint holders should be stated.
- Please insert the number of shares registered in your name(s) to which this form of proxy related. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, delete the words “the Chairman of the meeting, or” and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION INDICATE WITH A “/” IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION INDICATE WITH A “√” IN THE BOX MARKED “AGAINST”.** Failure to do so will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- In order to be valid, the form of proxy must be deposited with the Company’s share registrar in Hong Kong, Union Registrars Limited, 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 certified copy of that power or authority, not less than 48 hours before the time for holding the meeting or any adjournment thereof.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer or attorney or other person duly authorized.
- Where there are joint holders of any share in the Company, any one of such persons may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders is 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 holders, and for this seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you. Completion and deposit of the form of proxy will not preclude you from attending and voting in person at the EGM if you so wish and in such event, the form of proxy shall be deemed to be revoked.