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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: 00827)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) 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, 26 October 2018 at 3:00 p.m. for considering and, if thought fit, passing, with or without amendments, the following resolution of the Company:

#### **ORDINARY RESOLUTION**

1. “**THAT:**

- (i) the subscription agreement dated 19 July 2018 (the “**Subscription Agreement**”) between the Company and Mr. Tang Guoqiang (the “**Subscriber**”) (a copy of which having been produced to the EGM marked “A” and initialed by the chairman of the EGM for identification purposes) and the transaction contemplated thereby be and hereby approved, confirmed and ratified;
- (ii) 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 be and are hereby approved;
- (iii) conditional upon the listing committee of The Stock Exchange of Hong Kong Limited approving the listing of, and granting permission to deal in, the Conversion Shares (as defined below) to be issued and allotted upon the conversion of the Convertible Bonds, the directors of the Company (the “**Directors**”) be and are hereby granted a specific mandate 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) any one or more of the Directors (except Mr. Tang Guoqiang) be and is/are hereby authorised 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.”

By Order of the Board  
**Ko Yo Chemical (Group) Limited**  
**Tang Guoqiang**  
*Chairman*

Hong Kong, 4 October 2018

*As at the date of this notice, the Board comprises four executive Directors, being Mr. Tang Guoqiang, Mr. Shi Jianmin, Mr. Li Weiruo, and Mr. Zhang Weihua, one non-executive Director being Mr. Zhang Fubo and three independent non-executive Directors being, Mr. Hu Xiaoping, Mr. Shi Lei and Mr. Xu Congcai.*

*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
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. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. In order to be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed must be deposited at the branch share registrar of the Company, Union Registrars Limited, Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, not less than 48 hours before the time appointed for holding the meeting (or any adjournment thereof).
3. The instrument appointing a proxy shall be in writing under the hand of the appointor 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.

4. In the case of joint holders of Shares, 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, but if more than one of such joint holders are present at the EGM, whether in person or by proxy, the most senior shall alone be entitled to vote. For this purpose, seniority shall be determined by the order in which the names stand on the register of members of the Company in respect of the joint holding.
5. Delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting convened and in such event, the form of proxy shall be deemed to be revoked.
6. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, voting on the ordinary resolution as set out above will be conducted by way of poll.
7. In order to determine the list of Shareholders who will be entitled to attend and vote at the EGM, the Company's register of members will be closed from Tuesday, 23 October 2018 to Friday, 26 October 2018 (both days inclusive) during which period no transfer of Shares will be effected. Shareholders whose names appear on the register of members of the Company on Friday, 26 October 2018 shall be entitled to attend and vote at the EGM. In order for the Shareholders to qualify for attending and voting at the EGM, Shareholders whose Shares are not registered in their names should complete and lodge their respective instruments of transfer with the relevant share certificates 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 Monday, 22 October 2018.
8. 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 EGM, 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.