

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

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 Wednesday, 23 December 2020 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,**
 - (a) the second supplemental deed dated 28 September 2020 (the “**Second Supplemental Deed**”) entered into between the Company and Mr. Tang Guoqiang (the “**Subscriber**”) in relation to the further amendments of certain terms and conditions (the “**Proposed Amendments**”) of the convertible bonds issued by the Company in the principal amount of HK\$988,500,000 (of which the principal amount of HK\$70,500,000 has been issued on 28 September 2020) (the “**Convertible Bonds**”) (a copy of which has been produced to the EGM marked “A” and initialed by the chairman of the EGM for identification purposes) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
 - (b) the issue by the Company of the Convertible Bonds at an adjusted initial conversion price of HK\$0.108 per share (subject to adjustments) pursuant to the Second Supplemental Deed as supplemented together with the issuance of the bond instrument and the bond certificate to the Subscriber be and are hereby approved;

- (c) 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 allotted and issued upon the conversion of the Convertible Bonds, the directors of the Company (the “**Directors**”) be and are hereby granted a new specific mandate (the “**New Specific Mandate**”) to allot and issue up to 8,500,000,000 ordinary shares of HK\$0.10 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
- (d) 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 Second Supplemental Deed and the transactions contemplated thereunder, including but not limited to the issue of the Convertible Bonds and the allotment and issue of the Conversion Shares.”

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

Hong Kong, 4 December 2020

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 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. For the purpose of determining the right to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 18 December 2020 to Wednesday, 23 December 2020 (both days inclusive) during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM, all transfers of Shares accompanied by the relevant share certificates must be lodged with the share registrar of the Company, 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 Thursday, 17 December 2020.
7. 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.
8. The EGM is expected not to last for more than half a day. Attendants shall bear their own traveling and accommodation expenses.

As at the date of this notice, 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. Shi Lei and Mr. Xu Congcai.