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If you have sold or transferred all your shares in Kimou Environmental Holding Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or licensed securities dealer or other agents through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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Kimou Environmental Holding Limited
金茂源環保控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 6805)

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

A notice convening the Annual General Meeting of Kimou Environmental Holding Limited to be held at Conference Room, Longhua Road, Longxi Street, Boluo County, Huizhou City, Guangdong Province, the People's Republic of China on Monday, 29 June 2020 at 10:00 a.m. is set out on pages 21 to 26 of this circular.

A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.platingbase.com). Whether or not you are able to attend the meeting, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time of the Annual General Meeting (i.e. by 10:00 a.m. on Saturday, 27 June, 2020 (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the meeting or any adjournment thereof if they so wish.

15 May 2020

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
APPENDIX I — BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION	8
APPENDIX II — EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE	17
NOTICE OF ANNUAL GENERAL MEETING	21

DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Conference Room, Longhua Road, Longxi Street, Boluo County, Huizhou City, Guangdong Province, the People’s Republic of China on Monday, 29 June 2020 at 10:00 a.m. or any adjournment thereof, the notice of which is set out on pages 21 to 26 of this circular
“Articles of Association”	the articles of association of the Company, adopted on 18 June 2019 by shareholders of the Company, with effect from 16 July 2019, and as amended from time to time
“associates”	has the same meaning as defined under the Listing Rules
“Board”	the board of directors of the Company
“Cayman Companies Law”	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Kimou Environmental Holding Limited, a company incorporated in the Cayman Islands with limited liability on 28 June 2018, whose Shares are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the General Mandate
“General Mandate”	general and unconditional mandate proposed to be granted to the Directors to exercise the power to allot, issue or otherwise deal with new Shares up to a maximum of 20% of the total number of issued Shares of the Company as at the date of passing of the relevant resolution at the Annual General Meeting
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Latest Practicable Date”	8 May 2020, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable them to repurchase Shares, the aggregate number of Shares of which shall not exceed 10% of the number of issued shares of the Company as at the date of passing the relevant resolution at the Annual General Meeting
“SFO”	the Securities and Futures Ordinance, (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of par value of HK\$0.1 each in the share capital of the Company
“Shareholder(s)” or “Member(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent

LETTER FROM THE BOARD



Kimou Environmental Holding Limited

金茂源環保控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6805)

Executive Directors:

Mr. Zhang Lianghong (*Chairman of the Board*)
Mr. Zhu Heping (*Chief Executive Officer*)
Mr. Lee Yuk Kong
Mr. Huang Shaobo

Registered office:

Campbells Corporate Services Limited
Floor 4, Willow House
Cricket Square, Grand Cayman
KY1-9010, Cayman Islands

Independent Non-Executive Directors

Mr. Li Xiaoyan
Mr. Li Yinquan
Mr. Kan Chung Nin, Tony *SBS, JP*

*Principal place of business and head office
in the PRC:*

Longhua Road, Longxi Street
Boluo County
Huizhou City
Guangdong Province, the PRC

Principal place of business in Hong Kong:

40th Floor, Sunlight Tower
No. 248 Queen's Road East
Wanchai, Hong Kong

15 May 2020

To the Shareholders

Dear Sir or Madam

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

INTRODUCTION

The purpose of this circular is to provide the Shareholders with the Notice of Annual General Meeting and to provide you with information regarding the resolutions to be put forward at the Annual General Meeting. Resolutions to be put forward at the Annual General Meeting include, inter alia: (i) ordinary resolutions on the proposed grant to the Directors of each of the General Mandate, the Repurchase Mandate and the Extension Mandate; and (ii) ordinary resolutions relating to the proposed re-election of the retiring Directors.

LETTER FROM THE BOARD

GRANT OF GENERAL MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

In order to ensure greater flexibility and give discretion to the Directors in the event that it becomes desirable for the Company to issue new Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the proposed General Mandate to issue Shares. An ordinary resolution no. 5 will be proposed at the Annual General Meeting to grant to the Directors a General Mandate to exercise the powers of the Company to allot, issue and otherwise deal with new Shares up to a maximum of 20% of the total number of issued Shares of the Company as at the date of the passing of the resolution in relation to such General Mandate. As at the Latest Practicable Date, the Company had 1,120,000,000 Shares in issue. Subject to the passing of the ordinary resolution no. 5 and on the basis that there is no change to the number of issued shares during the period between the Latest Practicable Date and the date of the Annual General Meeting, the Company will be allowed to issue a maximum of 224,000,000 Shares. The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to such general mandate, other than Shares which may fall to be allotted and issued upon the exercise of any options granted under the share option scheme of the Company.

In addition, an ordinary resolution no. 6 will be proposed at the Annual General Meeting to approve the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares, representing up to 10% of the total number of Shares in issue as at the date of the passing of the resolution in relation to the Repurchase Mandate.

In addition, an ordinary resolution no. 7 will be proposed at the Annual General Meeting to approve the Extension Mandate to the Directors to increase the total number of Shares which may be allotted and issued under the General Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

Each of the General Mandate, the Repurchase Mandate and the Extension Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the Annual General Meeting; (b) the date by which the next annual general meeting is required by the Companies Law or the Articles of Association to be held; or (c) when the authority given to the Directors thereunder is revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

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

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 16.2 of the Articles of Association, any Directors appointed by the Board as an addition to the Board shall hold office until the next Annual General Meeting where they shall be eligible for re-election. Accordingly, Mr. Zhang Lianghong, Mr. Zhu Heping, Mr. Lee Yuk Kong, Mr. Huang Shaobo, being executive directors and Mr. Li Xiaoyan, Mr. Li Yinquan and Mr. Kan Chung Nin, Tony being independent non-executive Directors will retire as Directors at the Annual General Meeting and being eligible, offer themselves for re-election as Directors at the Annual General Meeting.

The biographical details of the above retiring Directors who are subject to re-election at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

On 31 March 2020, the Board, having reviewed the Board's composition and noted that Mr. Zhang Lianghong, Mr. Zhu Heping, Mr. Lee Yuk Kong, Mr. Huang Shaobo, being executive directors and Mr. Li Xiaoyan, Mr. Li Yinquan and Mr. Kan Chung Nin, Tony being independent non-executive Directors are eligible for nomination and re-election under the Articles of Association and the Company's policy for nomination of Directors, resolved to make recommendations on the re-election of the above Directors by the Shareholders at the Annual General Meeting.

The recommendations on re-election were made in accordance with the Company's policy for nomination of Directors and took into account the diversity aspects (including, without limitation, the Company's specific business needs, gender, age, nationality, skills, language, cultural and educational background as well as industry and professional experience) under the Board Diversity Policy.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, 23 June 2020 to Monday, 29 June 2020, both days inclusive, during which period no share transfers can be registered.

In order to be eligible for attending and voting at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 22 June 2020.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 21 to 26 of this circular is the Notice of the Annual General Meeting at which ordinary resolutions will be proposed to the Shareholders to consider and approve, inter alia, (i) the grant to the Directors of the General Mandate, Repurchase Mandate and Extension Mandate; and (ii) the re-election of the retiring Directors.

LETTER FROM THE BOARD

FORM OF PROXY

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk) and the Company (www.platingbase.com). Whether or not you intend to be present at the Annual General Meeting, you are requested to complete the form of proxy and return it to the Company's Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the holding of the Annual General Meeting (i.e. 10:00 a.m. on Saturday, 27 June 2020) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude Shareholders from attending and voting at the Annual General Meeting or any adjournment if they so wish.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules and Article 13.5 of the Articles of Association, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the Annual General Meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter as prescribed under the Listing Rules to be voted on by a show of hands.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorised representative shall have one vote for each share registered in his/her name in the register. A Shareholder entitled to more than one vote needs not use all his/her votes or cast all the votes he/she uses in the same way. As at the Latest Practicable Date, to the extent the Company is aware, having made all reasonable enquires, no Shareholder has to abstain from voting on any of the proposed resolutions. The results of the poll will be published on the websites of the Company and the Stock Exchange on the date of the Annual General Meeting.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the proposed resolutions for the granting to the Directors of the General Mandate, Repurchase Mandate and Extension Mandate and the re-election of the retiring Directors to be proposed at the Annual General Meeting are in the interests of the Group and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully
By order of the Board
Kimou Environmental Holding Limited
Zhang Lianghong
Chairman

The following are the biographical details of the Directors (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting.

DIRECTOR CANDIDATES

Executive Directors

Mr. Zhang Lianghong (張梁洪), aged 50, is the founder, executive Director, chairman of the Board, chairman of the nomination committee and member of the remuneration committee of the Group. Mr. Zhang is responsible for the strategic planning, major business decisions and overall management of the Group.

Mr. Zhang has over 18 years of experience in property construction and operation of electroplating industrial parks in the PRC. In July 2001, Mr. Zhang established Boluo Jinchang Trading Company Limited* (博羅縣金昌貿易有限公司) (“**Boluo Jinchang**”), which engaged in the sale of building materials, hardware and chemicals and Huizhou Infrastructure Construction Company Longxi Branch (“**HICC-Longxi**”) in July 2005, which principally engaged in contracting of building constructions. Mr. Zhang has served as a general manager of Boluo Jinchang and HICC-Longxi since their respective inception. Since the incorporation of the Group’s principal operating entity, Huizhou Kimou Industrial Investment Co., Ltd. (“**Huizhou Kimou**”) in June 2005, Mr. Zhang has been committing substantial time and efforts on the construction and operation of electroplating industrial parks. In November 2017, under the leadership of Mr. Zhang, Huizhou Kimou entered into cooperations with the Jingzhou ETDZ Administrative Committee in Hubei Province for the development of the Hubei Jingzhou Project.

Mr. Zhang obtained his high school diploma from Boluo County Longxi High School* (博羅縣龍溪中學) in July 1989. Mr. Zhang was awarded the Outstanding Entrepreneur of Guangdong Environmental Protection Industry (廣東省環境保護產業優秀企業家) by the Guangdong Association of Environmental Protection Industry (廣東省環境保護產業協會) in July 2016.

Mr. Zhang has not at any time during the three years preceding the Latest Practicable Date served nor is currently serving as a director of any other listed companies in Hong Kong or overseas.

Mr. Zhang has entered into a service contract with the Company for a term of three years commencing from 1 July 2019, subject to termination by either party giving not less than three months’ written notice. Mr. Zhang shall hold office until this Annual General Meeting and is subject to retirement from office and re-election at this Annual General Meeting and thereafter shall be subject to retirement by rotation and re-election at the Company’s Annual General Meetings in accordance with the Articles of Associations. Mr. Zhang is entitled to an annual remuneration of RMB720,000. The remuneration is determined by the remuneration committee of the Company with reference to the remuneration policy, his duties and the prevailing market level of remuneration for executives of similar position.

As at the Latest Practicable Date, Mr. Zhang was interested in 478,800,000 Shares which are registered in the name of Flourish Investment International Limited, the entire issued share capital of which was owned by Mr. Zhang. Save as disclosed herein, Mr. Zhang did not have any interests in the Shares of the Company within the meaning of Part XV of the SFO, nor was he related to any other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company as at the Latest Practicable Date.

Save as disclosed above, there is no other information related to Mr. Zhang that need to be disclosed pursuant to the requirements of Rules 13.51(2) of the Listing Rules nor other matters that need to be brought to the attention of the Shareholders and the Stock Exchange.

Mr. Zhu Heping (朱和平), aged 67, is the executive Director and chief executive officer of the Group. Mr. Zhu is primarily responsible for strategic planning and daily operational management of the Group.

Mr. Zhu has over 18 years of experience in the electroplating industry, including the implementation of business strategies for, and the construction and management of electroplating industrial parks in the PRC. Mr. Zhu established a trading company in Lanzhou, Gansu Province, in the PRC, which principally engaged in the trading of a variety of products, including fire fighting equipment, knitwear and leather goods from March 1998 to June 2001. Subsequently, Mr. Zhu served as general managers of Boluo Jinchang and Huizhou Jinchang Real Estate Development Company Limited* (惠州金昌房地產有限公司), from July 2001 to May 2007 and from May 2007 to December 2018, respectively. Mr. Zhu joined the Group in June 2013 when he was appointed as the general manager of the Guangdong Huizhou Park. Under his direction, Guangdong Huizhou Park was recognised by Electroplating Division of China Surface Engineering Association (中國表面工程協會電鍍分會) as a China Demonstration Area of Plating Industry (中國電鍍示範園區) in January 2015. In September 2015, Mr. Zhu was appointed as general manager of the Tianjin Bingang Park and subsequently, in December 2017, he was promoted as chief executive officer of the Group.

Mr. Zhu received his diploma in business management from Jincheng United University* (金城聯合大學) in Gansu Province, the PRC, in July 1986. In May 2018, Mr. Zhu was jointly recognised as one of the Chinese Entrepreneurs (全國優秀企業家) by the China Enterprise Confederation* (中國企業聯合會) and the China Enterprise Directors Association* (中國企業家協會).

Mr. Zhu has not at any time during the three years preceding the Latest Practicable Date served nor is currently serving as a director of any other listed companies in Hong Kong or overseas.

Mr. Zhu has entered into a service contract with the Company for a term of three years commencing from 1 July 2019, subject to termination by either party giving not less than three months' written notice. Mr. Zhu shall hold office until this Annual General Meeting and is subject to retirement from office and re-election at this Annual General Meeting and thereafter shall be subject to retirement by rotation and re-election at the Company's Annual General Meetings in accordance with the Articles of Associations. Mr. Zhu is entitled to an annual

remuneration of HK\$1,800,000. The remuneration is determined by the remuneration committee of the Company with reference to the remuneration policy, his duties and the prevailing market level of remuneration for executives of similar position.

As at the Latest Practicable Date, Mr. Zhu did not have any interest in the Shares of the Company within the meaning of Part XV of the SFO. Mr. Zhu was not related to any other Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, there is no other information related to Mr. Zhu that need to be disclosed pursuant to the requirements of Rules 13.51(2) of the Listing Rules nor other matters that need to be brought to the attention of the Shareholders and the Stock Exchange.

Mr. Lee Yuk Kong (李旭江), aged 68, is an executive Director of the Company. Mr. Lee is responsible for the banking relationship and human resources planning of the Group.

Mr. Lee has over 41 years of experience in overall business management. Through his interest in Huizhou Yongjiasheng Industrial Co., Ltd.* (惠州永嘉盛實業有限公司), Mr. Lee became an ultimate shareholder of Huizhou Kimou in July 2016, where he supervised the overall financial management of Huizhou Kimou. Mr. Lee has been serving as chairman of Dongguan Yongjiasheng Knitwear Co., Ltd.* (東莞永嘉盛針織有限公司) since 1979, responsible for overall management including financial and human resources planning.

Mr. Lee has served as member of the Dongguan Spiritual Civilization Establishment Committee* (東莞市精神文明建設委員會), a representative of the 4th Congress of Dongguan Nancheng District Federation of Returned Overseas Chinese (東莞市南城區歸國華僑聯合會第四次代表大會), director of Guangdong Overseas Chinese Enterprises Association (廣東省僑商投資企業協會) chairman of Hong Kong Dongguan Nancheng Natives' Association (香港東莞南城同鄉會) and Guangdong Dongguan committee member of the 12th Chinese People Political Consultative Conference in China (中國人民政治協商會議) in December 2011. Mr. Lee also received the Top 100 Distinguished Character of Guangdong Dongguan award (中國廣東省東莞市百名傑出人物) from Dongguan Spiritual Civilisation Establishment Committee* (東莞市精神文明建設委員會) in 2007. Mr. Lee attended primary education.

Mr. Lee has not at any time during the three years preceding the Latest Practicable Date served nor is currently serving as a director of any other listed companies in Hong Kong or overseas.

Mr. Lee has entered into a service contract with the Company for a term of three years commencing from 1 July 2019, subject to termination by either party giving not less than three months' written notice. Mr. Lee shall hold office until this Annual General Meeting and is subject to retirement from office and re-election at this Annual General Meeting and thereafter shall be subject to retirement by rotation and re-election at the Company's Annual General Meetings in accordance with the Articles of Associations. Mr. Lee is entitled to an annual remuneration of HK\$500,000. The remuneration is determined by the remuneration committee of the Company with reference to the remuneration policy, his duties and the prevailing market level of remuneration for executives of similar position.

As at the Latest Practicable Date, Mr. Lee was interested in 239,400,000 Shares which are registered in the name of Premier Investment Worldwide Company Limited, the entire issued share capital of which was owned by Mr. Lee. Save as disclosed herein, Mr. Lee did not have any interests in the Shares of the Company within the meaning of Part XV of the SFO, nor was he related to any other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company as at the Latest Practicable Date.

Save as disclosed above, there is no other information related to Mr. Lee that need to be disclosed pursuant to the requirements of Rules 13.51(2) of the Listing Rules nor other matters that need to be brought to the attention of the Shareholders and the Stock Exchange.

Mr. Huang Shaobo (黃少波), aged 55, is an executive Director and financial controller of the Group. Mr. Huang is responsible for financial planning and corporate development of the Group. Mr. Huang has over 26 years of experience in accounting, asset appraisal as well as mergers and acquisitions advisory. Prior to joining the Group, Mr. Huang held executive positions of several audit and asset appraisal firms in the PRC and as corporate advisors of the PRC or Hong Kong branch of several multinational companies from June 1993 to October 2015, responsible for managerial and corporate advisory. Since January 2001, Mr. Huang has been serving as independent certified asset appraiser of Dexin Asset Appraisal Firm* (惠州德信資產評估事務所), responsible for independent audit work and asset appraisals.

Mr. Huang received his diploma in management from Shaanxi Fashion Institute of Technology* (陝西紡織服裝職業技術學院) (formerly known as Shaanxi Textile Industry University* (陝西省紡織工業公司職工大學) in July 1986. In December 2001 and May 1997, Mr. Huang was accredited as a certified public accountant by the Chinese Institute of Certified Public Accountants and as certified appraiser by the Chinese Appraisal Society, respectively.

Mr. Huang has not at any time during the three years preceding the Latest Practicable Date served nor is currently serving as a director of any other listed companies in Hong Kong or overseas.

Mr. Huang has entered into a service contract with the Company for a term of three years commencing from 1 July 2019, subject to termination by either party giving not less than three months' written notice. Mr. Huang shall hold office until this Annual General Meeting and is subject to retirement from office and re-election at this Annual General Meeting and thereafter shall be subject to retirement by rotation and re-election at the Company's Annual General Meetings in accordance with the Articles of Associations. Mr. Huang is entitled to an annual remuneration of HK\$500,000. The remuneration is determined by the remuneration committee of the Company with reference to the remuneration policy, his duties and the prevailing market level of remuneration for executives of similar position.

As at the Latest Practicable Date, Mr. Huang was interested in 42,000,000 Shares which are registered in the name of Dakson Assets Management Limited, the entire issued share capital of which was owned by Mr. Huang. Save as disclosed herein, Mr. Huang did not have any interests in the Shares of the Company within the meaning of Part XV of the SFO, nor was he related to any other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company as at the Latest Practicable Date.

Save as disclosed above, there is no other information related to Mr. Huang that need to be disclosed pursuant to the requirements of Rules 13.51(2) of the Listing Rules nor other matters that need to be brought to the attention of the Shareholders and the Stock Exchange.

Independent Non-executive Directors

Mr. Kan Chung Nin, Tony (簡松年), *SBS, JP*, aged 69, is an independent non-executive Director, chairman of the remuneration committee, member of the audit committee and nomination committee of the Group. Mr. Kan was appointed as an independent non-executive director of the Company in June 2019. He is responsible for providing independent advice to the Board.

Mr. Kan has extensive experience in legal practice. Prior to joining the Group, Mr. Kan founded Tony Kan & Co., Solicitors & Notaries in March 1984 and became the senior consultant in April 2014. Mr. Kan has been practising as a solicitor in Hong Kong since March 1982.

Mr. Kan has been serving as independent non-executive directors of Man Wah Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1999) since May 2013 and Hopewell Highway Infrastructure, a company listed on the Main Board of the Stock Exchange (stock code: 0737) since April 2018, respectively. Hopewell Highway Infrastructure Limited has been changed the name to Shenzhen Investment Holdings Bay Area Development Company Limited with effect from 30 April 2019. Mr. Kan has been serving as non-executive director as well as chairman of the board of Midland IC&I Limited, a company listed on the Main Board of the Stock Exchange (stock code: 459) since October 2016 to October 2019. Mr. Kan has served as independent non-executive director of Nameson Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1982) since January 2016. Mr. Kan has also served as vice chairman of the board of directors of DBG Technology Co., Ltd. (惠州光弘科技股份有限公司), a company listed on the ChiNext Market of the Shenzhen Stock Exchange (stock code: 300735) since December 2017.

Mr. Kan received his bachelor in law degree from University of London in 1979 and Postgraduate Certificate in Laws from The University of Hong Kong in 1980.

Mr. Kan is currently a committee member of the National Committee of the Chinese People's Political Consultative Conference (中國人民政治協商會議全國委員會). Mr. Kan served as director of China Overseas Friendship Association (中華海外聯誼會) and vice president of Guangdong Overseas Friendship Association (廣東海外聯誼會).

Mr. Kan has been serving as member of the election committee of the chief executive of Hong Kong since December 2011, the Justice of the Peace since July 2003 and council member of Hong Kong Sha Tin District Council from 1985 to 2011. Mr. Kan also served as chief president of the Hong Kong Professionals Association from 2015 to 2017 and standing vice chairman of the Hong Kong Guangdong Association from July 2017 to June 2019.

Mr. Kan has been awarded the Silver Bauhinia Star by the government of Hong Kong.

Save as disclosed above, Mr. Kan does not hold any job position in the Company or its subsidiaries.

Save as disclosed above, Mr. Kan did not hold any directorships in other listed public companies in Hong Kong or overseas, in the last three years.

Mr. Kan does not have any relationship with other Directors, senior management, or substantial or controlling Shareholders of the Company.

Mr. Kan has entered into a letter of appointment with the Company for a term of three years commencing from 16 July 2019 to 15 July 2022, subject to termination by either party by giving not less than three months' written notice and the retirement by rotation requirement in accordance with the Articles of Association and the Listing Rules. Mr. Kan is entitled to an annual remuneration of HK\$300,000. The director's fee of Mr. Kan has been determined by the Board with reference to his duties and responsibilities.

As at the Latest Practicable Date, Mr. Kan did not have any interest in Shares or underlying Shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information related to Mr. Kan that need to be disclosed pursuant to the requirements of Rules 13.51(2) of the Listing Rules nor other matters that need to be brought to the attention of the Shareholders and the Stock Exchange.

Mr. Li Xiaoyan (李曉岩), aged 56, is an independent non-executive Director and members of the audit, nomination and remuneration committee of the Group. Mr. Li was appointed as an independent non-executive director of the Company in June 2019. He is responsible for providing independent advice to the Board.

Mr. Li has been serving as professor at the Department of Civil Engineering of the University of Hong Kong since July 2009 and the Tsinghua-Berkeley Shenzhen Institute since July 2018, respectively. Mr. Li is an expert in solid-liquid separation, membrane filtration and nanotechnology for advanced water and wastewater treatment and resource recovery from wastewater.

Mr. Li received his bachelor's and his master's degrees in Environmental Engineering from Tsinghua University in the PRC in June 1986 and June 1990, respectively, and subsequently obtained his Ph.D. degree from the University of Arizona in the United States in August 1996.

Mr. Li received the Outstanding Young Overseas Researcher Award from the National Natural Science Foundation of China (國家自然科學基金委員會) in 2004, the First-Class Scientific Research Outstanding Achievement Award (Science & Technology) in 2012 and the Second-Class State Natural Science Award in 2014 from the Ministry of Education of the PRC (中華人民共和國教育部).

Save as disclosed above, Mr. Li does not hold any job position in the Company or its subsidiaries.

Save as disclosed above, Mr. Li did not hold any directorships in other listed public companies in Hong Kong or overseas, in the last three years.

Mr. Li does not have any relationship with other Directors, senior management, or substantial or controlling Shareholders of the Company.

Mr. Li has entered into a letter of appointment with the Company for a term of three years commencing from 16 July 2019 to 15 July 2022, subject to termination by either party by giving not less than three months' written notice and the retirement by rotation requirement in accordance with the Articles of Association and the Listing Rules. Mr. Li is entitled to an annual remuneration of HK\$300,000. The director's fee of Mr. Li has been determined by the Board with reference to his duties and responsibilities.

As at the Latest Practicable Date, Mr. Li did not have any interest in Shares or underlying Shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information related to Mr. Li that need to be disclosed pursuant to the requirements of Rules 13.51(2) of the Listing Rules nor other matters that need to be brought to the attention of the Shareholders and the Stock Exchange.

Mr. Li Yinquan (李引泉), aged 65, is an independent non-executive Director and chairman of the audit committee of the Group. Mr. Li was appointed as independent non-executive director of our Company in June 2019. He is responsible for providing independent advice to our Board.

Mr. Li has extensive experience in the finance and banking industry. He has been serving as a director of China Merchants Group and China Merchants Capital Investment Co., Ltd. since June 2014, a director of China Merchants Port Holdings Company Limited (formerly known as China Merchants Holdings (International) Company Limited) (a company listed on the Main Board of the Stock Exchange (stock code: 144)) from June 2001 to March 2015 and as a non-executive director of China Merchants Bank Co., Ltd. (a company listed on the Main Board of the Stock Exchange (stock code: 3968) and the Shanghai Stock Exchange (stock code: 600036)) from April 2001 to June 2016. Mr. Li was an executive director of China Merchants China Direct Investments Limited (a company listed on the Main Board of the Stock Exchange (stock code: 133)) from July 2008 to April 2017. He has also been serving as an independent non-executive director of Genertec Universal Medical Group Company Limited (formerly known as Universal Medical Financial and Technical Advisory Services Company Limited) (a company listed on the Main Board of the Stock Exchange (stock code: 2666)) since June 2015. Mr. Li has also been serving as an independent non-executive director of Million Cities Holdings Limited (a company listed on the Main Board of the Stock Exchange (Stock Code: 2892)) since June 2018 and Hong Kong Shanghai Alliance Holdings Limited (a company listed on the Main Board of the Stock Exchange (Stock Code: 1001)) since July 2018.

Prior to serving as a director of various listed companies, Mr. Li worked for China Merchants Group from January 2000 to December 2012. During that period, Mr. Li served as general manager of the Financial Department, Chief Financial Officer and executive vice president of China Merchants Group, respectively. He was in charge of the Group's finance, financial services, information technology and human resources. Mr. Li has also worked with the Agricultural Bank of China from December 1985 to December 1999, where he held senior positions in various divisions at the Beijing headquarter as well as New York and Hong Kong offices of the bank.

During his tenure of serving Hong Kong listed companies, Mr. Li performed duties including supervising the listed companies' financial management and reviewing and analysing audited financial statements of listed companies, and was involved in various types of transactions governed by the Listing Rules. Mr. Li has gained relevant experience in, including but not limited to, (i) review and preparation of comparable and/or audited financial statements of Hong Kong listed companies; (ii) review of internal control systems; and (iii) analysis of financial statements and information of Hong Kong listed companies. Moreover, Mr. Li is well experienced in collaborating and dealing with internal and external auditors regarding the supervision of internal financial controls and the auditing of financial statements.

Mr. Li received his bachelor's degree in economics from Shaanxi Institute of Finance and Economics (陝西財經學院) in July 1983. He subsequently obtained his master's degree in economics from the PBC School of Finance, Tsinghua University (清華大學五道口金融學院) (formerly known as Graduate School of the People's Bank of China (中國人民銀行研究生部)) in July 1986. In October 1988, Mr. Li obtained his master's degree in banking and finance for development from Finafrica Institute in Milan, Italy. In August 1989, he was accredited as senior economist by the Appraisal and Approval Committee for Professional & Technical Qualification of the Agricultural Bank of China. Mr. Li has also served as Hong Kong Deputy to the 13th National People's Congress of the PRC in 2017.

Save as disclosed above, Mr. Li does not hold any job position in the Company or its subsidiaries.

Save as disclosed above, Mr. Li did not hold any directorships in other listed public companies in Hong Kong or overseas, in the last three years.

Mr. Li does not have any relationship with other Directors, senior management, or substantial or controlling Shareholders of the Company.

Mr. Li has entered into a letter of appointment with the Company for a term of three years commencing from 16 July 2019 to 15 July 2022, subject to termination by either party by giving not less than three months' written notice and the retirement by rotation requirement in accordance with the Articles of Association and the Listing Rules. Mr. Li is entitled to an annual remuneration of HK\$300,000. The director's fee of Mr. Li has been determined by the Board with reference to his duties and responsibilities.

As at the Latest Practicable Date, Mr. Li did not have any interest in Shares or underlying Shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information related to Mr. Li that need to be disclosed pursuant to the requirements of Rules 13.51(2) of the Listing Rules nor other matters that need to be brought to the attention of the Shareholders and the Stock Exchange.

The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the grant of the Repurchase Mandate to the Directors.

LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

SHARE CAPITAL

As at the Latest Practicable Date, the Company had 1,120,000,000 Shares in issue. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that there is no change to the number of issued shares before the Annual General Meeting, the Company will be allowed to repurchase a maximum of 112,000,000 Shares which represent 10% of the total number of shares of the Company in issue as at the date of the passing of the resolution.

REASONS OF THE REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

FUNDING OF THE REPURCHASE

The Company is empowered by its memorandum and articles of association to repurchase its Shares. In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and articles of association and laws of the Cayman Islands and the Listing Rules. A listed company may not repurchase its own securities 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. The laws of the Cayman Islands and the Articles of Association provide that payment for a share repurchase may only be made out of profits or the proceeds of a new issue of Shares made for such purpose or subject to the Cayman Companies Law, out of capital of the Company. The amount of premium payable on the repurchase of Shares may only be paid out of either the profits or out of the share premium of the Company or subject to the Cayman Companies Law, out of capital of the Company. In

addition, under the laws of the Cayman Islands, payment out of capital by a company for the purchase by a company of its own shares is unlawful unless immediately following the date on which the payment is proposed to be made, the Company shall be able to pay its debts as they fall due in the ordinary course of business.

IMPACT OF REPURCHASES

The Directors propose that any of such repurchase of Shares would be appropriately financed by the Company's internal resources and/or available banking facilities. The Directors consider that if the Repurchase Mandate is to be exercised in full at the current prevailing market value, it may have a material adverse impact on the working capital and the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2019, being the date to which the latest published audited consolidated financial statements of the Company were made up. However, the Directors do not propose to exercise the Repurchase Mandate to repurchase Shares 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.

DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their associates, as defined in the Listing Rules, currently intend to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate, if the same is approved by the Shareholders.

No connected person, as defined in the Listing Rules, of the Company has notified the Company that he has a present intention to sell any Shares to the Company, or has any such connected person undertaken not to do so, in the event that the grant of Repurchase Mandate to the Directors is approved by the Shareholders.

UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases under the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Cayman Islands and in accordance with the regulations set out in the memorandum of association of the Company and the Articles of Association.

EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As of the Latest Practicable Date, the largest Shareholder, Flourish Investment International Limited directly held 478,800,000 Shares, representing approximately 42.75% of the total number of Shares in issue. To the best knowledge of our Company, Flourish Investment International Limited is a company incorporated in the British Virgin Islands with limited liability. The issued share capital of Flourish Investment International Limited is wholly-owned by Mr. Zhang Lianghong. For the purpose of the SFO, Mr. Zhang Lianghong is deemed to have an interest in the Shares held by Flourish Investment International Limited. In the event that the Directors exercise in full the power of the Company to repurchase Shares pursuant to the Repurchase Mandate, the shareholding interests of Mr. Zhang Lianghong and Flourish Investment International Limited would increase from approximately 42.75% to approximately 47.50%. Flourish Investment International Limited and Mr. Zhang (being presumed parties acting in concert under the Takeovers Code) may be obliged to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no present intention to exercise the Repurchase Mandate to such an extent so as to give rise to such obligation. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Repurchase Mandate.

In addition, the Directors do not have any intention to exercise the Repurchase Mandate to the effect that it will result in the public float to fall below the percentage as required under the Listing Rules or such other minimum percentage agreed by the Stock Exchange from time to time.

SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares (whether on the Stock Exchange or otherwise) have been made by the Company during the period from 16 July 2019, the listing date of the Company, up to and including the Latest Practicable Date.

SHARE PRICES

The highest and lowest traded prices for Shares recorded on the Stock Exchange during each of the previous months since the listing of Shares on the Stock Exchange on 16 July 2019 up to the Latest Practicable Date were as follows:

Month	Highest traded price HK\$	Lowest traded price HK\$
2019		
16 to 31 July	1.3	0.9
August	1.26	0.91
September	1.01	0.77
October	0.95	0.8
November	0.85	0.75
December	0.81	0.7
2020		
January	0.75	0.6
February	0.8	0.66
March	0.6	0.445
April	0.66	0.5
May (up to the Latest Practicable Date)	0.57	0.56

NOTICE OF ANNUAL GENERAL MEETING



Kimou Environmental Holding Limited

金茂源環保控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6805)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Kimou Environmental Holding Limited (the “**Company**”) will be held at Conference Room, Longhua Road, Longxi Street, Boluo County, Huizhou City, Guangdong Province, the People’s Republic of China on Monday, 29 June 2020 at 10:00 a.m. for the following purposes:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**”) and auditors for the year ended 31 December 2019.
2. To re-elect the following persons as directors of the Company:
 - (a) To re-elect Mr. Zhang Lianghong as executive director of the Company;
 - (b) To re-elect Mr. Zhu Heping as executive director of the Company;
 - (c) To re-elect Mr. Lee Yuk Kong as executive director of the Company;
 - (d) To re-elect Mr. Huang Shaobo as executive director of the Company;
 - (e) To re-elect Mr. Li Xiaoyan as independent non-executive director of the Company;
 - (f) To re-elect Mr. Li Yinquan as independent non-executive director of the Company;
 - (g) To re-elect Mr. Kan Chung Nin, Tony as independent non-executive director of the Company;
3. To authorise the board of directors to fix the remuneration of the directors;
4. To consider the re-appointment of KPMG as auditors for the year ended 31 December 2019 and authorise the board of directors to fix their remuneration; and

NOTICE OF ANNUAL GENERAL MEETING

5. To consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modifications):

“That:

- (i) subject to paragraph (iii) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and all other applicable laws, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (iii) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the directors of the Company during the Relevant Period pursuant to paragraph (i) above, otherwise than pursuant to:
 - (1) a Rights Issue (as hereinafter defined in paragraph (iv) below); or
 - (2) the grant or exercise of any option under the option scheme of the Company or any other option, scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or
 - (3) any scrip dividend or similar arrangement providing for the allotment of shares 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 in force from time to time; or
 - (4) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed the 20% of the total number of shares of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly;

NOTICE OF ANNUAL GENERAL MEETING

(iv) for the purpose of this resolution:

- (a) “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
- (1) the conclusion of the next annual general meeting of the Company;
 - (2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; and
 - (3) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting; and
- (b) “**Rights Issue**” means an offer of shares in the capital of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the directors of the Company to holders of shares in the capital of the Company whose names appear on the register of members on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

6. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

“**That:**

- (i) subject to paragraph (ii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited or on any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission (the “**SFC**”) and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) under the Code on Share Buy-backs and, subject to and in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all applicable laws and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) as amended from time to time in this regard, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the total number of shares of the Company, which may be repurchased pursuant to the approval in paragraph (i) above shall not exceed 10% of the total number of shares of the Company in issue at the date of passing of this resolution, and the said approval shall be limited accordingly;
- (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the directors and which are still in effect be and are hereby revoked; and
- (iv) for the purpose of this resolution:

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

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; and
- (c) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

7. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

“**That** conditional upon the resolutions numbered 5 and 6 set out in the notice convening this meeting being passed, the unconditional general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with additional shares of the Company pursuant to resolution numbered 5 above and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the ordinary resolution numbered 5 set out in the notice convening this meeting be and is hereby extended by the addition to the total number of shares of the Company which may be allotted by the directors pursuant to the number of shares repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 6 set out in the notice convening this meeting, provided that such amount shall not exceed 10% of the total number of shares of the Company in issue at the date of passing of the said resolutions.”

By order of the Board
Kimou Environmental Holding Limited
Zhang Lianghong
Chairman

Hong Kong, 15 May 2020

NOTICE OF ANNUAL GENERAL MEETING

Registered office:
Campbells Corporate Services Limited
Floor 4, Willow House
Cricket Square, Grand Cayman
KY1-9010, Cayman Islands

Principal place of business in Hong Kong:
40th Floor, Sunlight Tower
No. 248 Queen's Road East
Wanchai, Hong Kong

*Principal place of business and head office
in the PRC:*

Longhua Road, Longxi Street
Boluo County
Huizhou City
Guangdong Province, the PRC

Notes:

- (i) Ordinary resolution numbered 7 will be proposed to the shareholders for approval provided that ordinary resolutions numbered 5 and 6 above are passed by the shareholders.
- (ii) A shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; a proxy need not be a shareholder of the Company.
- (iii) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- (iv) In order to be valid, a form of proxy must be deposited to the Company's Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- (v) For determining the entitlement to attend and vote at the above meeting, the transfer books and register of members will be closed from Tuesday, 23 June 2020 to Monday, 29 June 2020, both days inclusive, during which period no share transfers can be registered. In order to be eligible to attend and vote at the above meeting, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Monday, 22 June 2020.
- (vi) In respect of ordinary resolutions numbered 2 to 8 above, Mr. Zhang Lianghong, Mr. Zhu Heping, Mr. Lee Yuk Kong, Mr. Huang Shaobo, being executive directors and Mr. Li Xiaoyan, Mr. Li Yinquan and Mr. Kan Chung Nin, Tony, being independent non-executive directors shall retire and being eligible, will offer themselves for re-election at the above meeting. The biographical details of the above retiring directors are set out in Appendix I to the accompanied circular dated 15 May 2020.
- (vii) In respect of the ordinary resolution numbered 5 above, the directors wish to state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from the shareholders as a general mandate for the purposes of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING

(viii) In respect of ordinary resolution numbered 7 above, the directors wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances which they deem appropriate for the benefits of shareholders. The Explanatory Statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix II to the accompanied circular dated 15 May 2020.

As at the date of this announcement, the Board comprises Mr. Zhang Lianghong (Chairman), Mr. Zhu Heping (Chief Executive Officer), Mr. Lee Yuk Kong and Mr. Huang Shaobo as executive Directors, and Mr. Li Xiaoyan, Mr. Li Yinquan and Mr. Kan Chung Nin, Tony SBS, JP as independent non-executive Directors.