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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Annual General Meeting**”) of Cosmos Machinery Enterprises Limited (the “**Company**”) will be held at Conference Room, 31/F., Billion Plaza, No. 8 Cheung Yue Street, Cheung Sha Wan, Kowloon, Hong Kong on Friday, 24 June 2022 at 10:00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the audited financial statements, the report of the directors and the independent auditor’s report for the year ended 31 December 2021.
2. To re-elect the retiring directors of the Company (*note 3*) and to authorise the board of directors of the Company (the “**Board**”) to fix the remuneration of directors of the Company (the “**Directors**”).
3. To re-appoint Ting Ho Kwan & Chan as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorize the Board to fix their remuneration.

AS SPECIAL BUSINESS

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

“**THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and it is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of issued shares 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 approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue; (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company; (iii) the share award scheme or share option scheme of the Company approved by The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”); or (iv) any scrip dividend on shares of the Company in accordance with the articles of association of the Company (the “**Articles of Association**”), shall not exceed the aggregate of 20% of the number of shares in issue of the Company as at the date of passing this resolution; and
- (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;

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws or rules to be held; and
- (iii) the revocation or variation of this resolution by any ordinary resolution of the shareholders of the Company (the “**Shareholders**”) in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or any class thereof (subject to such exclusion or other arrangements as the Directors 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 any recognized regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

5. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

A. “**THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period of all the powers of the Company to buy back number of shares in issue of the Company on the Stock Exchange, and that the exercise by the Directors of all the powers of the Company to buy back such shares subject to and in accordance with all applicable laws or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and it is hereby generally and unconditionally approved;
- (b) in addition, the approval in paragraph (a) above shall authorize the Directors on behalf of the Company during the Relevant Period to procure the Company to buy back shares at a price determined by the Directors;

(c) the aggregate number of issued shares bought back or agreed conditionally or unconditionally to be bought back by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate number of shares in issue of the Company as at the date of passing this resolution, and the authority pursuant to paragraph (a) shall be limited accordingly; and

(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;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws or rules to be held; and

(iii) the revocation or variation of this resolution by any ordinary resolution of the Shareholders in general meeting.”

B. “**THAT** conditional upon the passing of the ordinary resolution 5A above, the aggregate number of issued shares in the Company which are bought back by the Company pursuant to and in accordance with the said ordinary resolution 5A shall be added to the aggregate number of issued shares in the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with the ordinary resolution 4 above.”

By order of the Board
WONG Lai Tong
Company Secretary

Hong Kong, 28 April 2022

Notes:

1. Any Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and vote instead of him/her/its. A proxy need not be a Shareholder. In the case of joint holders of any shares of the Company, if more than one joint holders be present at the Annual General Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such shares shall alone be entitled to vote in respect thereof.
2. Forms of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be lodged at the Company's share registrar, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the meeting (i.e. at or before 10:00 a.m. on Wednesday, 22 June 2022).
3. With respect to resolution 2 above, Messrs. Tang Yu, Freeman (executive Director), Qu Jinping (non-executive Director) and Huang Zhi Wei (independent non-executive Director) will retire from office by rotation pursuant to the Articles of Association and all being eligible, offer themselves for re-election at the meeting.
4. The Register of Members of the Company will be closed from Friday, 17 June 2022 to Friday, 24 June 2022, both days inclusive, during which period no transfer of shares in the Company will be registered. In order to qualify for attending and voting at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 16 June 2022.
5. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect at the time of the meeting, the meeting will be held as scheduled unless an announcement posted on the Company's website at <http://www.cosmel.com> and the website of the Stock Exchange at <https://www.hkexnews.hk> to notify Shareholders of the date, time and place of the rescheduled meeting. Shareholders should make their own decision as to whether they would attend the meeting under bad weather conditions bearing in mind their own situation and if they should choose to do so, they are advised to exercise care and caution.
6. The Company will implement the following preventive measures at the Annual General Meeting to safeguard the health and safety of attendees:
 - (i) compulsory body temperature checks will be conducted on every attendee at the entrance of the venue. Any person with a body temperature of over 37.3 degrees Celsius or is exhibiting flu-like symptoms will not be admitted to the venue;

- (ii) every attendee will be required to fill in a health declaration form to confirm that (i) he/she has no flu-like symptoms within 7 days immediately before the Annual General Meeting; and (ii) within 14 days immediately before the Annual General Meeting: (a) he/she has not travelled outside of Hong Kong; (b) he/she is/was not under compulsory quarantine or medical surveillance order by the Department of Health of Hong Kong; (c) he/she has not had/has close contact with confirmed case(s) and/or probable case(s) of COVID-19 patient(s); and (d) he/she does/did not live with any person under home quarantine. Any person who fails to provide the required confirmation may be requested to leave or denied entry into the venue;
 - (iii) every attendee will be required to wear a surgical face mask throughout the Annual General Meeting. Please note that attendees should bring and wear their own masks and no masks will be provided at the venue;
 - (iv) a safe distance between seats will be maintained so as to allow for appropriate social distancing;
 - (v) no refreshments or beverages will be provided; and
 - (vi) any additional precautionary measures in accordance with the prevailing requirements or guidelines at the Hong Kong Government and/or regulatory authorities, or as considered appropriate in light of the latest development of the COVID-19 pandemic.
7. It is possible that Shareholders and/or proxies may not be able to attend the Annual General Meeting in person depending on prevailing government regulations. Shareholders are strongly encouraged to appoint the chairman of the Annual General Meeting as their proxy to vote on the resolutions, instead of attending the Annual General Meeting in person.
8. If any Shareholder chooses not to attend the Annual General Meeting in person but has any question about any resolution or about the Company, or has any matter for putting forward to the Board, he/she is welcome to send in writing to the Company's registered office or to the Company's email at ir@cosmel.com.
9. Subject to the latest development of the COVID-19 pandemic and the requirements or guidelines of the Hong Kong Government and/or regulatory authorities, the Company may be required to change the Annual General Meeting arrangements at short notice. Shareholders are advised to check the Company's website at <http://www.cosmel.com> and the website of the Stock Exchange at <https://www.hkexnews.hk> for further announcements and updates on the Annual General Meeting arrangements that may be issued.

As at the date of this announcement, the Board is comprised of seven Directors, of which two are executive Directors, namely Mr. Tang To (Chairman) and Mr. Tang Yu, Freeman (Chief Executive Officer), two are non-executive Directors, namely Mr. Kan Wai Wah and Mr. Qu Jinping, and three are independent non-executive Directors, namely Ms. Yeung Shuk Fan, Mr. Cheng Tak Yin and Mr. Huang Zhi Wei.