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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)

**(I) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES;
(II) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
(III) PROPOSED DECLARATION AND PAYMENT OF FINAL DIVIDEND
AND
(IV) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Kimou Environmental Holding Limited to be held at Room 4&5, United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 24 May 2024 at 10 a.m. or any adjournment thereof is set out on pages 18 to 23 of this circular.

A form of proxy for use at the AGM 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.kimou.com.cn). Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch 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 AGM (i.e. by 10 a.m. on Wednesday, 22 May 2024 (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 AGM or any adjournment thereof if they so wish and in sure case, the form of proxy previously submitted shall be deemed to be revoked.

26 April 2024

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This circular is prepared in both English and Chinese. In the event of inconsistency, the English text of this circular will prevail.

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Room 4&5, United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong at 10 a.m. on Friday, 24 May 2024 or any adjournment thereof, the notice of which is set out on pages 18 to 23 of this circular
“Articles of Association”	the articles of association of the Company as amended from time to time
“associate”	has the same meaning as defined under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Board”	the Board of Directors
“Cayman Companies Act”	the Companies Act of the Cayman Islands
“CG Code”	Corporate Governance Code, Appendix C1 to the Listing Rules
“Company”	Kimou Environmental Holding Limited, a company incorporated in the Cayman Islands with limited liability, whose Shares are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Final Dividend”	the proposed final dividend of HK10 cents per Share for the year ended 31 December 2023
“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 as at the date of passing of the relevant resolution at the AGM
“Group”	the Company and its subsidiaries
“HK\$” or “HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	19 April 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Board
“PRC” or “China”	the People’s Republic of China, excluding, for the purpose of this circular, Hong Kong, Macau Special Administrative Region and Taiwan, China
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to enable them to repurchase Shares, the aggregate number of Shares of which shall not exceed 10% of the number of issued Shares as at the date of passing the relevant resolution at the AGM
“RMB”	Renminbi Yuan, the lawful currency of China
“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 nominal value of HK\$0.1 each in the share capital of the Company
“Shareholder(s)” or “Members”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buybacks, as amended or supplemented from time to time
“%”	per cent.

In this circular, the terms “close associate(s)”, “core connected person(s)”, “controlling shareholder(s)”, “subsidiary(ies)” and “substantial shareholder(s)” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

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. Huang Qiyang (*Chief Executive Officer*)
Mr. Lee Kin Ming
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. Kan Chung Nin, Tony *SBS, JP*
Mr. Liu Da

Principal place of business in the PRC:

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

Principal place of business in Hong Kong:

Unit E&F, 5/F.
Hung Cheong Factory Building
3 Kwong Cheung Street
Cheung Sha Wan, Kowloon, Hong Kong

26 April 2024

To the Shareholders

Dear Sir or Madam

**(I) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES;
(II) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
(III) PROPOSED DECLARATION AND PAYMENT OF FINAL DIVIDEND;
AND
(IV) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide the Shareholders with the notice of AGM and to provide you with information regarding the resolutions to be put forward at the AGM. Resolutions to be put forward at the AGM include, inter alia: (i) the proposed grant to the Directors of each of the General Mandate, the Repurchase Mandate and the Extension Mandate; (ii) the proposed re-election of the retiring Directors; and (iii) proposed declaration and payment of the Final Dividend for the year ended 31 December 2023.

LETTER FROM THE BOARD

PROPOSED 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 will be proposed at the AGM to grant to the Directors the 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 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 1,109,176,000 Shares in issue. Subject to the passing of the relevant resolution 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 AGM, the Company will be allowed to issue a maximum of 221,835,200 Shares. The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to such general mandate.

In addition, an ordinary resolution will be proposed at the AGM to approve the grant to the Directors of the Repurchase Mandate 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 will be proposed at the AGM to approve the grant to the Directors of the Extension Mandate 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 AGM; (b) the date by which the next annual general meeting is required by the Cayman Companies Act 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 AGM.

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 16.18 of the Articles of Association, at every annual general meeting of the Company one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Accordingly, Mr. Huang Shaobo and Mr. Kan Chung Nin, Tony will retire and being eligible, offer themselves for re-election at the AGM.

LETTER FROM THE BOARD

In accordance with Article 16.2 of the Articles of Association, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting. Accordingly, Mr. Huang Qiyang shall retire from office and, being eligible, offer himself for re-election at the AGM.

On 28 March 2024, the Board, having reviewed the Board's composition and noted that Mr. Huang Qiyang and Mr. Huang Shaobo, being executive Directors and Mr. Kan Chung Nin, Tony, being independent non-executive Director 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 AGM.

Details of the above-mentioned Directors proposed to be re-elected at the AGM are set out in Appendix I to this circular.

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 of the Company.

SELECTION CRITERIA AND PROCEDURE FOR NOMINATION OF DIRECTORS

The Board established the Nomination Committee with written terms of reference in compliance with the CG Code. The Nomination Committee is responsible for reviewing and assessing the structure, size and composition of the Board and the independence of the independent non-executive Directors and making recommendations to the Board on appointment and removal of directors.

Selection criteria

In recommending candidates for appointment to the Board, the Nomination Committee will consider candidates on merits against objective criteria and with due regards to the benefits of diversity on the Board in accordance with the board diversity policy adopted by the Company. Diversity of the Board will be considered from a number of perspectives, including but not limited to gender, age, cultural and educational background, industry experience, technical and professional skills and/or qualifications, knowledge, length of services and time to be devoted as a Director. The Company will also take into account factors relating to its own business model and specific needs from time to time. The ultimate decision will be based on merits and contribution that the selected candidates will bring to the Board.

LETTER FROM THE BOARD

Nomination procedures

When considering the appointment or re-appointment of Directors, the Nomination Committee will consider various factors including the background, experience and qualification of the proposed candidates to ensure that the proposed candidates possess the requisite experience, characters and integrity to act as a Director, and other criteria with regard to the benefits of diversity, including but not limited to gender, age, cultural and educational background, or professional experience and taking into account the Group's business model and specific needs, as set out in the board diversity policy adopted by the Company.

RECOMMENDATION OF THE NOMINATION COMMITTEE

Mr. Kan Chung Nin, Tony, the retiring independent non-executive Director, has met the independence criteria pursuant to Rule 3.13 of the Listing Rules. Moreover, Mr. Kan Chung Nin, Tony has given an annual confirmation of independence to the Company. With due consideration of the above factors, the Board believes that Mr. Kan Chung Nin, Tony is independent.

Furthermore, Mr. Kan Chung Nin, Tony, being independent non-executive Director eligible for re-election at the AGM, the Nomination Committee has considered and believed that:

Mr. Kan Chung Nin, Tony (“Mr. Kan”)

- (a) Mr. Kan was appointed as an independent non-executive Director on 18 June 2019 and he has held this position for almost five years. The length of the tenure of Mr. Kan on the Board has not affected his independence. Besides, Mr. Kan does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company and he has given an annual confirmation of independence to the Company.
- (b) Mr. Kan does not hold seventh (or more) listed company directorship.
- (c) Mr. Kan has extensive experience in legal practice and has a proven record of holding various senior roles and/or positions in both the public and private sectors in Hong Kong and the PRC, his working profile and other experience can provide advice to the Board from a professional perspective.

In view of the diversified knowledge, experience and skills of each of Mr. Huang Qiyang, Mr. Huang Shaobo and Mr. Kan Chung Nin, Tony in their educational background, academic, engineering, business, legal and accounting professional experience, the Board believes that their expertise will enable them to fulfill their roles as executive and independent non-executive Directors effectively, provide useful and constructive opinion and make contributions to the Board and the long-term development of the Company.

LETTER FROM THE BOARD

Based on the diversified background of Mr. Huang Qiyang, Mr. Huang Shaobo and Mr. Kan Chung Nin, Tony, including but not limited to cultural and educational background, professional experience, skills and knowledge, it is believed that Mr. Huang Qiyang, Mr. Huang Shaobo and Mr. Kan Chung Nin, Tony can contribute to diversity of the Board.

Having considered the above aspects and in view of the contribution that Mr. Huang Qiyang, Mr. Huang Shaobo and Mr. Kan Chung Nin, Tony have made and will make to the Board, their re-election will be in the best interests of the Company and the Shareholders as a whole.

PROPOSED DECLARATION AND PAYMENT OF FINAL DIVIDEND

On 28 March 2024, the Board has resolved to recommend a Final Dividend of HK10 cents per Share for the year ended 31 December 2023, subject to approval by the Shareholders in the AGM. Based on the 1,109,176,000 shares in issue as at 31 December 2023, it is expected that the Final Dividend payable will amount to approximately HK\$110,917,600 (equivalent to approximately RMB100,514,000) (tax inclusive). The Final Dividend will be paid on or around 2 July 2024.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the eligibility of the Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 21 May 2024 to Friday, 24 May 2024, both days inclusive, during which period no share transfers can be registered. In order to be eligible for attending and voting at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's Share Registrar in Hong Kong, 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, 20 May 2024.

For the purpose of determining the entitlement of the Shareholders to receive the proposed Final Dividend for the year ended 31 December 2023, the register of members of the Company will be closed on Tuesday, 4 June 2024 to Friday, 7 June 2024 (both days inclusive), during which period no transfer of Shares will be registered. The record date for entitlement to the proposed Final Dividend is Friday, 7 June 2024. In order to be qualified for the entitlement to receive the proposed Final Dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, 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, 3 June 2024. The Final Dividend will be paid on or around Tuesday, 2 July 2024.

LETTER FROM THE BOARD

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 18 to 23 of this circular is the notice of the AGM 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, the Repurchase Mandate and the Extension Mandate; (ii) the re-election of the retiring Directors; and (iii) proposed declaration and payment of Final Dividend.

FORM OF PROXY

A form of proxy is enclosed for use at the AGM. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk) and the Company (www.kimou.com.cn). Whether or not you intend to be present at the AGM, you are requested to complete the form of proxy and return it to the Company's Hong Kong branch share registrar and transfer office, 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 AGM (i.e. by 10 a.m. on Wednesday, 22 May 2024 (Hong Kong time)) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude Shareholders from attending and voting at the AGM or any adjournment if they so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

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 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/its name in the register. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it uses in the same way. As at the Latest Practicable Date, to the extent the Directors are 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 AGM.

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 Company. 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, the Repurchase Mandate and the Extension Mandate, the re-election of the Directors and the declaration and payment of Final Dividend to be proposed at the AGM 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 AGM.

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 AGM.

EXECUTIVE DIRECTORS

Mr. Huang Qiyang (黃啟洋), aged 33, is an executive Director and the chief executive officer of the Group. Mr. Huang Qiyang is primarily responsible for strategic planning and daily operational management of the Group.

Mr. Huang Qiyang has previously worked as an engineer and later as the head of the Guangdong branch at China Academy of Industrial Internet, under the Ministry of Industry and Information Technology of the People's Republic of China ("MIIT"). He was responsible for the construction of the Guangdong branch of the National Industrial Internet Big Data Center. He has been recognized with honors such as "Forbes 30 Under 30" and the Shenzhen Overseas High-level Talents. He has served as a member of the 12th Guangdong Provincial Youth Federation and the 9th Tianhe District Political Consultative Conference in Guangzhou. He has been engaged in research work in the field of industrial internet, energy conservation and environmental protection, and environmental sensing. He has participated in seven national projects under the MIIT and the Ministry of Science and Technology of the People's Republic of China, including the Industrial Internet Innovation Development Project and the Industrial Technology Basic Public Service Platform. Mr. Huang Qiyang currently serves as the chief executive officer of the Company and the general manager of Huizhou Kimou Industrial Investment Co., Ltd. (惠州金茂實業投資有限公司)(being an indirect wholly-owned subsidiary of the Company) and an external supervisor at Tsinghua University Shenzhen International Graduate School.

Mr. Huang Qiyang obtained a bachelor's degree of science from the University of Illinois Urbana-Champaign in 2014, a master's degree of science from Yale University in 2015, and a joint doctoral degree of engineering from Tsinghua University and the University of California, Berkeley in 2019. Mr. Huang Qiyang is the son of Mr. Huang Shaobo, an executive Director.

Mr. Huang Qiyang 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 Qiyang has entered into a service contract with the Company for a term of three years commencing on 1 January 2024 to 31 December 2026 (both days inclusive), subject to termination by either party giving not less than three months' written notice and the retirement by rotation and re-election requirements in accordance with the Articles of Association and the Listing Rules. Mr. Huang Qiyang is entitled to an annual remuneration of HK\$1,200,000. The remuneration is determined by the Remuneration Committee 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 Qiyang was interested in 6,096,000 Shares as a beneficiary and by his spouse. Save as disclosed herein, Mr. Huang Qiyang did not have any interests in the Shares or underlying Shares or debentures of the Company or any of its

associated corporations within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Huang Qiyang was not related to any other Directors, senior management or 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. Huang Qiyang 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 59, is an executive Director. Mr. Huang is responsible for corporate development of the Group.

Mr. Huang has over 30 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 is the father of Mr. Huang Qiyang, an executive Director.

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 on 27 May 2022 to 26 May 2025 (both days inclusive), subject to termination by either party giving not less than three months' written notice. Mr. Huang shall hold office until the AGM and is subject to retirement from office and re-election at the AGM and thereafter shall be subject to retirement by rotation and re-election requirements in accordance with the Articles of Associations and the Listing Rules. Mr. Huang is entitled to an annual remuneration of HK\$500,000. The remuneration is determined by the Remuneration Committee with reference to the remuneration policy, his duties, qualifications, experience and level of responsibilities undertaken and the prevailing market level of remuneration for executives of similar position.

As at the Latest Practicable Date, Mr. Huang was interested in 27,530,000 Shares as a beneficiary and by his spouse. Save as disclosed herein, Mr. Huang did not have any interests in the Shares or underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Huang was not related to any other Directors, senior management or 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. 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 DIRECTOR

Mr. Kan Chung Nin, Tony (簡松年), *SBS, JP*, aged 73, is an independent non-executive Director, chairman of the Remuneration Committee, member of the Audit Committee and Nomination Committee of the Board. Mr. Kan was appointed as an independent non-executive director of the Company on 18 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 an independent non-executive director of Man Wah Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1999) since May 2013 and Shenzhen Investment Holdings Bay Area Development Company Limited (formerly known as Hopewell Highway Infrastructure Limited), a company listed on the Main Board of the Stock Exchange (stock code: 0737) since April 2018, respectively. Mr. Kan served 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 (now known as Legend Upstar Holdings Limited (銓聯控股有限公司), stock code: 459) from 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 has been serving three consecutive years as 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 member of the election committee of the chief executive of Hong Kong from December 2011 to 2021, and is an ex-officio member of the election committee of Hong Kong Special Administrative Region from 2021 to 2023, 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 been serving as the founding chairman and later simultaneously as chief president of the Association of Hong Kong Professionals since 2015 and currently as standing vice chairman of the Federation of Hong Kong Guangdong Community Organisations.

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 position in the Company and its subsidiaries. Mr. Kan 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.

As at the Latest Practicable Date, Mr. Kan did not have any interests in the Shares or underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO. He did not have any relationship with other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Mr. Kan has entered into a letter of appointment with the Company for a term of three years commencing on 27 May 2022 to 26 May 2025 (both days inclusive), subject to termination by either party by giving not less than three months' written notice and the retirement by rotation and re-election requirements 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 Remuneration Committee with reference to his qualifications, experience and level of responsibilities undertaken and the prevailing market conditions.

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.

In addition, as far as the Directors are aware, there is no other matter concerning the four aforementioned Directors that needs to be brought to the attention of the Shareholders and there is no information relating to these Directors required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

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 SFO 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 1,109,176,000 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 AGM, the Company will be allowed to repurchase a maximum of 110,917,600 Shares which represent 10% of the total number of Shares 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 Articles of Association to repurchase its Shares. In repurchase of its Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association and the Cayman Companies Act 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 Cayman Companies Act 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 Act, out of capital of the Company. In addition, under the Cayman Companies Act, 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 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 2023, being the date to which the latest published audited consolidated financial statements of the Company were made up. However, the Directors do not intend 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 respective close 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/she/it 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 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 in 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 493,270,000 Shares, representing approximately 44.47% of the total number of Shares in issue. To the best knowledge of the Directors, 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 44.47% to approximately 49.41%. Flourish Investment International Limited and Mr. Zhang Lianghong 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

The Company repurchased a total of 1,426,000 Shares at an aggregate consideration of approximately HK\$1,495,800 during the six months preceding the Latest Practicable Date. The details of Share repurchase are as follows:

Date	Number of shares repurchased	Highest price per share (HK\$)	Lowest price per share (HK\$)	Total paid (HK\$)
15 November 2023	746,000	1.05	0.98	782,360.00
16 November 2023	680,000	1.05	1.00	713,440.00

Saved as disclosed above, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the six months immediately preceding the Latest Practicable Date.

SHARE PRICES

The highest and lowest traded prices for Shares recorded on the Stock Exchange during each of the previous 12 months up to the Latest Practicable Date were as follows:

Month	Highest traded price	Lowest traded price
	<i>HK\$</i>	<i>HK\$</i>
2023		
April	0.96	0.95
May	0.98	0.97
June	1.00	0.88
July	0.95	0.88
August	0.88	0.85
September	0.82	0.80
October	0.90	0.81
November	1.05	0.87
December	0.94	0.93
2024		
January	0.94	0.88
February	1.01	0.91
March	1.16	0.92
April (up to the Latest Practicable Date)	1.29	0.98

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 Room 4&5, United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 24 May 2024 at 10 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Director(s)**”) and auditors of the Company for the year ended 31 December 2023.
2. To re-elect the following persons as Directors, each as a separate resolution:
 - (a) To re-elect Mr. Huang Qiyang as an executive Director;
 - (b) To re-elect Mr. Huang Shaobo as an executive Director; and
 - (c) To re-elect Mr. Kan Chung Nin, Tony as an independent non-executive Director.
3. To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
4. To consider the re-appointment of KPMG as auditors of the Company and authorise the Board to fix their remuneration.
5. To declare a final dividend of HK10 cents per ordinary share of the Company for the year ended 31 December 2023 (the “**Final Dividend**”).

NOTICE OF ANNUAL GENERAL MEETING

6. To consider and, if thought fit, pass the following resolution:

“That:

- (i) subject to paragraph (iii) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and all other applicable laws, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with the unissued shares (the “**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 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 during the Relevant Period pursuant to paragraph (i) above, otherwise than pursuant to:
 - (1) a Rights Issue (as hereinafter defined 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 (the “**Articles of Association**”); or
 - (4) any issue of Shares 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, shall not exceed the aggregate of: (a) 20% of the total number of Shares in issue on the date of the passing of this resolution; and (b) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the total number of Shares in issue purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the total

NOTICE OF ANNUAL GENERAL MEETING

number of Shares in issue on the date of the passing of this resolution), and the authority pursuant to paragraph (i) above shall be limited accordingly;

- (iv) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (iii) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (iii) above as a percentage of the total number of issued Shares at the time immediately before and after such consolidation or subdivision shall be the same; and
- (v) 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 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, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of shares 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 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).”

7. To consider and, if thought fit, pass the following resolution:

“**That:**

- (i) subject to paragraph (ii) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) 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

NOTICE OF ANNUAL GENERAL MEETING

Futures Commission of Hong Kong (the “SFC”) and the Stock Exchange and, subject to and in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Act of the Cayman Islands and all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time in this regard, be and is hereby generally and unconditionally approved;

- (ii) the total number of Shares, which may be repurchased pursuant to the approval in paragraph (i) above shall not exceed 10% of the total number of Shares 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;
- (iv) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (ii) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (ii) above as a percentage of the total number of issued Shares at the time immediately before and after such consolidation or subdivision shall be the same; and
- (v) 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 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.”

NOTICE OF ANNUAL GENERAL MEETING

8. To consider and, if thought fit, pass the following resolution:

“**That** conditional upon the resolutions numbered 6 and 7 above being passed, the unconditional general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with additional Shares pursuant to resolution numbered 6 above and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the ordinary resolution numbered 6 above 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 7 above.”

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

Hong Kong, 26 April 2024

Notes:

- (i) A shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it; a proxy need not be a shareholder of the Company.
- (ii) 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.
- (iii) In order to be valid, a form of proxy must be deposited the Company’s Hong Kong branch share registrar and transfer office, 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 notorially 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, and in such case, the form of proxy previously submitted shall be deemed to be revoked.
- (iv) For determining the entitlement to attend and vote at the above meeting, the transfer books and register of members will be closed from Tuesday, 21 May 2024 to Friday, 24 May 2024, 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 branch share registrar and transfer office, 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, 20 May 2024.
- (v) For determining the entitlement to receive the proposed Final Dividend for the year ended 31 December 2023, the register of members of the Company will be closed from Tuesday, 4 June 2024 to Friday, 7 June 2024 (both days inclusive), during which period no transfer of Shares will be registered. The record date for entitlement to the proposed Final Dividend is Friday, 7 June 2024. In order to be qualified for the entitlement to receive the proposed Final Dividend, all transfer documents accompanied by the relevant share certificates

NOTICE OF ANNUAL GENERAL MEETING

must be lodged with the Company's branch share registrar in Hong Kong, 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, 3 June 2024.

- (vi) In respect of ordinary resolutions numbered 2 above, Mr. Huang Qiyang, Mr. Huang Shaobo being executive Directors and Mr. Kan Chung Nin, Tony being independent non-executive Director 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 26 April 2024.
- (vii) In respect of the ordinary resolution numbered 6 above, the directors wish to state that they have no immediate plans to issue any new Shares. Approval is being sought from the shareholders as a general mandate for the purposes of the Listing Rules.
- (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 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 26 April 2024.

As at the date of this notice, the Board comprises Mr. Zhang Lianghong (Chairman), Mr. Huang Qiyang (Chief Executive Officer), Mr. Lee Kin Ming and Mr. Huang Shaobo as executive Directors, and Mr. Li Xiaoyan, Mr. Liu Da and Mr. Kan Chung Nin, Tony SBS, JP as independent non-executive Directors.