

Annual General Meeting

Kemao Industries Limited ("KEM" or "the Company") wishes to advise KEM's 2021 Annual General Meeting ("the Meeting") will be held on 31 May 2021 at its principal business address No 5 Songwentou Road, Yunting Town, Jiangyin City in Jiangsu Province, China, at 10.00 am Perth time. Shareholders outside China who wish to attend the meeting may join via phone connection.

Due to the travelling restrictions in response to coronavirus and the concerns of public health, to facilitate an orderly and secure Meeting and for purposes of any other government requirements, Shareholders must register their attendance with the Company by 10.00 am Perth time on 30 May 2021, via Email: xuekun@inpgroup.com.au, including the Holder Name, Address, and HIN or SRN.

All resolutions at the Meeting will be voted by poll and Shareholders who are entitled to vote may vote either prior to the Meeting by appointing a proxy or by poll during the Meeting. To vote by proxy, please complete and sign the Proxy Form enclosed with the Notice of the Meeting and return by the time and in accordance with the instructions set out on the Proxy Form.

Shareholders' votes are important. Shareholders are strongly encouraged to either vote prior to the Meeting or to appoint the Chair of the Meeting as their proxy. Shareholders can complete the proxy form to provide specific instructions on how a Shareholder's vote is to be exercised on each item of business, and the Chair of the AGM must follow shareholders' instructions.

The Company appreciates shareholders' understanding and support.

Yours sincerely



Xuekun Li
Company Secretary
29 April 2021

Notice of Annual General Meeting and Explanatory Statement

KEMAO INDUSTRIES LIMITED
ACN 625 928 216

This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety.
If shareholders are in doubt as to how they should vote, they should seek advice from their
accountant, solicitor or other professional advisor without delay.

KEMAO INDUSTRIES LIMITED
ACN 625 928 216

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2021 Annual General Meeting of shareholders of Kemao Industries Limited will be held at the Board Room, No. 5 Songwentou Road, Yunting Town, Jiangyin, Wuxi City, Jiangsu Province, China on Monday 31 May 2021 at 10.00am (Western Standard Time).

The Explanatory Statement to this Notice of Annual General Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the enclosed proxy form are part of this Notice of Annual General Meeting.

AGENDA

Financial Report

To receive and consider the financial report, directors' report and auditor's report for the financial year ended 31 December 2020.

Resolution 1 – Adoption of the Remuneration Report for the year ended 31 December 2020

To consider and, if thought fit, to pass the following as a non-binding ordinary resolution:

"That, for the purpose of and in accordance with section 250R(2) of the Corporations Act, the Remuneration Report of the Company for the year ended 31 December 2020 be adopted."

Note:

In accordance with Section 250R(2) of the Corporations Act, the vote on this resolution is advisory only and does not bind the Directors or the Company.

In accordance with the Corporations Act, if 25% or more of votes cast against the adoption of the Remuneration Report at two consecutive annual general meetings, a resolution must be put to the second of these annual general meetings requiring shareholders to vote whether another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director and CEO) must stand for re-election ("spill resolution"). For further information, please refer to the Explanatory Statement.

Voting exclusion statement:

A vote on the resolution must not be cast (in any capacity) by or on behalf of either of:

- a member of the key management personnel details of whose remuneration are included in the remuneration report; or
- a closely related party of such a member,

(**"Prohibited Voter"**).

However, a Prohibited Voter may cast a vote on the resolution if a Prohibited Voter does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution and the vote is not cast on behalf of a Prohibited Voter.

If a Prohibited Voter is appointed but not directed how to vote on Resolution 1, they will not vote your proxy on this resolution.

Resolution 2 – Re-election of Ms Fang Chen as a Director

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

"That Ms Fang Chen, being a Director of the Company who retires in accordance with clause 20.2 of the Company's Constitution, be re-elected."

Resolution 3 – Re-election of Mr Jianping Zhou as a Director

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

"That Mr Jianping Zhou, being a Director of the Company who retires in accordance with clause 20.2 of the Company's Constitution, be re-elected."

Resolution 4 – Election of Ms Xuekun Li as a Director

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

"That for the purpose of clause 19.3 of the Constitution and all other purposes, Ms Xuekun Li, having been initially appointed on 2 March 2021, be elected as a Director of the Company."

Other Business

To transact any other business which may be properly brought before the meeting in accordance with the Company's Constitution and the Corporations Act.



By Order of the Board

Kemao Industries Limited

29 April 2021

Entitlement to Vote

In accordance with Regulation 7.11.37 of the Corporations Regulations, the Directors have determined that the persons eligible to vote at the AGM are those who are registered Shareholders of the Company at 10am (Western Standard Time) on Saturday 29 May 2021. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.

Voting in Person

To vote in person, attend the AGM on the date and at the place set out above.

Voting by Proxies

A Shareholder entitled to attend and vote at the AGM is entitled to appoint not more than two proxies. If the Shareholder is entitled to two or more votes, the Shareholder may appoint two proxies and if this occurs the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise half of the votes in which case any fraction of votes will be disregarded.

Pursuant to sections 250BB and 250BC of the Corporations Act, a proxy must cast all directed proxies as directed. Any directed proxies which are not voted will automatically default to the Chair, who will vote the proxies as directed.

A proxy need not be a Shareholder of the Company. If you sign the enclosed proxy form and do not write the name of a person or a body corporate in the proxy form, you will have appointed the Chair of the AGM as your proxy.

The Chair of the AGM will vote undirected proxies on, and in favour of, all of the proposed resolutions, except for Resolution 1 where the Chair will only vote if expressly directed to do so.

Please refer to the enclosed proxy form and the accompanying instructions for appointment of a proxy and lodging proxy forms.

If a shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the enclosed certificate of appointment of corporate representative should be completed and lodged in the manner specified.

To be effective, the proxy must be completed, signed and received by the Company no later than 48 hours before the AGM, that is **10am (Western Standard Time) on Saturday 29 May 2021**. Proxy forms received later than the above mentioned time will be invalid.

The enclosed Proxy Form provides further details on appointing proxies and returning Proxy Forms.

Corporate Representative

If a representative of the corporation is to attend the Meeting the appropriate "Appointment of Corporate Representative" should be produced prior to admission. A form may be obtained from the Company's share registry online at [https:// advancedshare.com.au](https://advancedshare.com.au).

KEMAO INDUSTRIES LIMITED
ACN 625 928 216

EXPLANATORY STATEMENT

This Explanatory Statement is intended to provide shareholders with sufficient information to assess the merits of the resolutions contained in the accompanying Notice.

Shareholders are specifically referred to the Glossary in the Explanatory Statement which contains definitions of capitalised terms used in the Notice and this Explanatory Statement.

The Directors recommend Shareholders read this Explanatory Statement in full before making any decision in relation to the resolutions.

The following information should be noted in respect of the various matters contained in the accompanying Notice.

1. Financial Statements and Reports

The Corporations Act requires the Company's financial report, the directors' report and the auditor's report for the year ended 31 December 2020 to be laid before the AGM. Shareholders will be provided with a reasonable opportunity to ask questions about the reports. There is no requirement either in the Corporations Act or the Company's Constitution that the Shareholders vote on or approve the reports.

Shareholders can access a copy of the Company's financial report, the directors' report and the auditor's report for the year ended 31 December 2020 on the NSX website.

2. Resolution 1 – To adopt the Remuneration Report for the year ended 31 December 2020

The Corporations Act requires the Company to include in the directors' report for the year ended 31 December 2020 a detailed remuneration report setting out certain prescribed information relating to the remuneration of the Directors and certain members of the Company's senior management ("**Remuneration Report**") and to submit this Remuneration Report for adoption by resolution of the shareholders at the annual general meeting of the Company.

The Remuneration Report:

- outlines the Board's policy for determining the nature and amount of remuneration of Directors and Senior Executives of the Company;
- sets out remuneration details for each Director and Senior Executive of the Company;
- summarises the key terms of any contract of any Director or Senior Executive of the Company for the financial year ended 31 December 2020.

The Corporations Act requires that a resolution in relation to the Remuneration Report be put to the vote at the Company's AGM. The vote on the resolution is advisory only and does not bind the Directors or the Company.

However, the Directors will consider the outcome of the vote when reviewing the Company's remuneration practices and policies. The Chair of the AGM will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

The Directors unanimously recommend that Shareholders vote in favour of adopting the Remuneration Report.

Please refer to the Voting Exclusion Statement with regards to this resolution in the Notice.

3. Resolution 2 – Re-election of Ms Fang Chen as a Director

Resolution 2 seeks approval for the re-election of Ms Chen as a Director with effect from the end of the AGM.

Ms Chen was appointed a Director on 28 May 2018 and was elected in the AGM of 2019. Ms Chen is required to retire under the rotation of directors rule in clause 20.2 of the Company's Constitution.

Clause 20.2 provides unless otherwise determined by a Resolution of the Company:

- one-third of the Directors (other than the Managing Director) for the time being; or
- if the number of Directors is not a multiple of three, then the whole number nearest one third,

must retire from office. A retiring Director is eligible for re-election.

Ms Chen retires from office in accordance with this requirement and, being eligible, has offered herself for re-election as a Director of the Company.

Since Ms Chen is a significant shareholder of the Company, she is not considered as an independent director. The Board considers Ms Chen's management experience and enterprise skills complement the Board's existing skills and experience. The Directors, other than Ms Chen, recommend that Shareholders vote in favour of this resolution.

Details of this candidate are as follows:

About Ms Fang Chen (Executive Director)

Ms Chen joined Kemao China in 2011 and is currently the Chief Business Development Officer of Kemao China. She started as a management trainee in the company and was responsible for managing the manufacturing operations. She is now responsible for the company's overall marketing, raw material procurement and day-to-day management of sales activities. She plans and implements marketing strategies for the purposes of identifying and developing new customers and business opportunities internationally. She was a recipient of Wuxi City's Development and Innovation Talents Award. Aged 34.

4. Resolution 3 – Re-election of Mr Jianping Zhou as a Director

Resolution 3 seeks approval for the re-election of Mr Zhou as a Director with effect from the end of the AGM.

Mr Zhou was appointed a Director on 28 May 2018 and was elected in the AGM of 2019. Mr Zhou is required to retire under the rotation of directors rule in clause 20.2 of the Company's Constitution.

Clause 20.2 provides unless otherwise determined by a Resolution of the Company:

- one-third of the Directors (other than the Managing Director) for the time being; or
- if the number of Directors is not a multiple of three, then the whole number nearest one third,

must retire from office. A retiring Director is eligible for re-election.

Mr Zhou retires from office in accordance with this requirement and, being eligible, has offered himself for re-election as a Director of the Company.

The Board considers Mr Zhou as an independent director. Mr Zhou's corporate management experience and extensive business network is a valuable part of the Board's existing skills and experience. The Directors, other than Mr Zhou, recommend that Shareholders vote in favour of this resolution.

Details of this candidate are as follows:

About Mr Jianping Zhou (Non-Executive Director)

Mr Zhou has rich experience in business development. He founded an insulating materials business and acted as the chairperson and general manager between 2000 and 2009. From 2010 until now, he is the chair and general manager of an insulation material technology company that he founded in 2010. The company runs a successful business producing insulated fire-resistant mica tapes which are sold internationally. In 2017, he was the chairman of Jiangsu Lefu Family Technology Co., Ltd, a manufacturer of graphene heating films using its own patented technology which are used for floor heating, steam rooms, foot bath buckets, floor mats, movable heaters, etc. The company has six production bases and more than a hundred franchise stores in China. Aged 66.

5. Resolution 4 – Election of Ms Xuekun Li as a Director

Clause 19.3 of the Constitution provides that the election of Directors must be by resolution of the Company in general meeting. Ms Li was initially appointment as a Director of the Company on 2 March 2021. Ms Li is thus required to be elected at this AGM in accordance with clause 19.3 of the Constitution. If this resolution is not passed, Ms Li will cease to be a director of the Company at the end of the AGM.

The Board considers Ms Li as an independent director. The Board considers Ms Li's corporate finance experience and extensive corporate governance expertise is a valuable part of the Board's existing skills and experience. The Directors, other than Ms Li, recommend that Shareholders vote in favour of this resolution.

Details of this candidate are as follows:

About Ms Xuekun Li (Non-Executive Director)

Ms Li has been the Company Secretary of Kemao since 28 May 2018. She has over 20 years' experience in corporate governance and business finance. She is a chartered accountant and a member of Governance Institute of Australia. Ms Li started her career with a big-four accounting firm and has developed herself further in corporate management and governance. She holds senior positions in a number of listed and private companies. Ms Li is currently the Company Secretary of Energy Metals Limited (ASX: EME) and Australia United Mining Limited (ASX: AYM). Aged 43.

GLOSSARY

The following terms have the following meanings in this Notice and Explanatory Statement:

"AGM" means the annual general meeting of the Company;

"Board" means the Directors acting as the board of directors of the Company or a committee appointed by such board of directors;

"Company" or **"Kemao"** means Kemao Industries Limited ACN 625 928 216;

"Constitution" means the constitution of the Company as amended from time to time;

"Corporations Act" means the Corporations Act 2001 (Cth);

"Director" means a Director of the Company;

"Explanatory Statement" means this explanatory statement attached to the Notice, which provides information to Shareholders about the resolutions contained in the Notice;

"Kemao China" means Jiangsu Kemao New Materials Technology Co., Ltd, the Company's operating subsidiary in China.

"Managing Director" means the Managing Director of the Company;

"Notice" means the notice of AGM accompanying this Explanatory Statement;

"Share" means a fully paid ordinary share issued in the capital of the Company; and

"Shareholder" means a holder of Shares.

LODGE YOUR PROXY APPOINTMENT ONLINE

ONLINE PROXY APPOINTMENT
www.advancedshare.com.au/investor-login

MOBILE DEVICE PROXY APPOINTMENT

Lodge your proxy by scanning the QR code below, and enter your registered postcode.

It is a fast, convenient and a secure way to lodge your vote.

IMPORTANT NOTE: Due to the travelling restrictions in response to coronavirus and the concerns of public health, to facilitate an orderly and secure Meeting and for purposes of any other government requirements, Shareholders must register their attendance with the Company by 10.00 am Perth time on 30 May 2021, via Email: xuekun@inpgroup.com.au, including the Holder Name, Address, and HIN or SRN.

All resolutions at the Meeting will be voted by poll and Shareholders who are entitled to vote may vote either prior to the Meeting by appointing a proxy or by poll during the Meeting. To vote by proxy, please complete and sign the Proxy Form enclosed with the Notice of the Meeting and return by the time and in accordance with the instructions set out on the Proxy Form.

2021 ANNUAL GENERAL MEETING PROXY FORM

I/We being shareholder(s) of Kemao Industries Limited and entitled to attend and vote hereby:

APPOINT A PROXY

<input type="text"/>	The Chair of the Meeting	OR	<input type="text"/>
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PLEASE NOTE: If you leave the section blank, the Chair of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) named, the Chair of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the Annual General Meeting of the Company to be held at **No 5 Songwentou Road, Yunting Town, Jiangyin City in Jiangsu Province, China on 31 May 2021 at 10.00 am (WST)** and at any adjournment or postponement of that Meeting.

Chair's voting intentions in relation to undirected proxies: The Chair intends to vote all undirected proxies in favour of all Resolutions. In exceptional circumstances, the Chair may change his/her voting intentions on any Resolution. In the event this occurs, an ASX announcement will be made immediately disclosing the reasons for the change.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though this resolution is connected directly or indirectly with the remuneration of a member(s) of key management personnel, which includes the Chair.

VOTING DIRECTIONS
Resolutions

		For	Against	Abstain*
1	To adopt the Remuneration Report for the year ended 31 December 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Re-election of Ms Fang Chen as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Re-election of Mr Jianping Zhou as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Election of Ms Xuekun Li as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



* If you mark the Abstain box for a particular Resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, all the shareholder should sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

Email Address



Please tick here to agree to receive communications sent by the Company via email. This may include meeting notifications, dividend remittance, and selected announcements.

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

CHANGE OF ADDRESS

This form shows your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

APPOINTMENT OF A PROXY

If you wish to appoint the Chair as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair, please write that person's name in the box in Step 1. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

DEFAULT TO THE CHAIR OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chair of the Meeting.

VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any resolution by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

PROXY VOTING BY KEY MANAGEMENT PERSONNEL

If you wish to appoint a Director (other than the Chair) or other member of the Company's key management personnel, or their closely related parties, as your proxy, you must specify how they should vote on Resolution 1, by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for Resolution 1.

PLEASE NOTE: If you appoint the Chair as your proxy (or if they are appointed by default) but do not direct them how to vote on a resolution (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that resolution), the Chair may vote as they see fit on that resolution.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- On each Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- Return both forms together.

CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

SIGNING INSTRUCTIONS ON THE PROXY FORM

Individual:

Where the holding is in one name, the security holder must sign.

Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or a certified photocopy of the Power of Attorney to this form when you return it.

Companies:

Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 10:00 am (WST) on 29 May 2021, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled Meeting.



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



BY MAIL

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009; or
PO Box 1156, Nedlands WA 6909



BY FAX

+61 8 6370 4203



BY EMAIL

admin@advancedshare.com.au



IN PERSON

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009



ALL ENQUIRIES TO

Telephone: +61 8 9389 8033