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Ev Dynamics (Holdings) Limited

科軒動力（控股）有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 476)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting of Ev Dynamics (Holdings) Limited (the “Company”) will be held at 24th Floor, Admiralty Centre 1, 18 Harcourt Road, Hong Kong on Thursday, 8 December 2022 at 3:00 p.m. (or at any adjournment thereof) for the following purposes:

ORDINARY RESOLUTION

1. “**THAT**

- (a) the new subscription agreement dated 20 October 2022 (the “Subscription Agreement”) entered into between the Company as the issuer, and Advance Opportunities Fund and Advance Opportunities Fund I as the subscribers (the “Subscribers”) (a copy of which has been tabled at the Meeting and marked “A” and signed by the chairman of the Meeting for identification purpose), in relation to the subscription by the Subscribers of the 2% redeemable convertible notes convertible into the shares of the Company (the “Shares”) with an aggregate nominal value of up to HK\$200 million comprising 40 equal sub-tranches of HK\$5 million each (the “Convertible Notes”) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the issue of the Convertible Notes in accordance with the terms and conditions of the Subscription Agreement be and are hereby approved;
- (c) the issue and allotment of new ordinary shares of HK\$0.01 each in the share capital of the Company (the “Conversion Shares”) upon the exercise of the conversion rights attaching to the Convertible Notes be and is hereby approved;

- (d) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited having granted approval for the listing of, and permission to deal in the Conversion Shares, the directors of the Company (the “Directors”) be and are hereby granted a specific mandate which shall entitle the Directors to exercise all the powers of the Company to allot and issue Conversion Shares, to be credited as fully paid, upon exercise of the conversion rights attaching to the Convertible Notes on and subject to the terms and conditions of the Convertible Notes, provided that the specific mandate shall be in addition to, and shall not prejudice nor revoke any general or specific mandates(s) which may have been granted to the Directors prior to the passing of this resolution; and
- (e) the Directors be and are hereby authorised to exercise all the powers of the Company and take all steps as might in the opinion of the Directors be desirable, necessary or expedient in connection with the implementation of the transactions contemplated under the Subscription Agreement and in relation to the issue and allotment of the Conversion Shares, including, without limitation to, the execution, amendment, supplement, delivery, submission and implementation of any further documents or agreements.”

By Order of the Board
Ev Dynamics (Holdings) Limited
Cheung Ngan
Chairman

Hong Kong, 18 November 2022

Notes:

- (i) Any Shareholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint a proxy in respect of the whole or any part of his holding of shares to attend and vote in his stead. A proxy need not be a shareholder of the Company.
- (ii) In order to be valid, a proxy form, together with any power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or other authority, must be deposited at the Company’s Hong Kong branch share registrar, Tricor Tengis Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours prior to the meeting.
- (iii) The register of Shareholders of the Company will be closed from Monday, 5 December 2022 to Thursday, 8 December 2022, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for attending this SGM, all duly completed and signed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. (Hong Kong time) on Friday, 2 December 2022.

- (iv) To safeguard the health and safety of attending shareholders and proxies and to reduce the risk of COVID-19 spreading, the following precautionary measures will be taken at the SGM:
- (i) compulsory body temperature check;
 - (ii) mandatory wearing of surgical face mask throughout the SGM;
 - (iii) scanning the “LeaveHomeSafe” venue QR Code;
 - (iv) no provision of gifts, food and beverages; and
 - (v) seats at the SGM venue will be arranged to ensure appropriate social distancing. As a result, there will be limited capacity for attendees. Seats will be limited at the meeting and will be available on a first-come-first-served basis.

Any person who (1) is having a body temperature of over 37.3 degree Celsius; (2) is subject to mandatory quarantine order imposed by the Hong Kong Government on the SGM date or has close contact with any person under quarantine; (3) has any flu-like symptoms or is otherwise unwell; or (4) does not comply with the above precautionary measures, will be denied entry into the meeting venue at the absolute discretion of the Company so as to ensure the health and safety of the attendees of the SGM.

Shareholders are strongly encouraged to appoint the Chairman of the SGM as their proxy to vote according to their indicated voting instructions as an alternative to attending the SGM in person.

Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement(s) on such measures as appropriate.

If Shareholders have any questions relating to the SGM, please contact Tricor Tengis Limited, the Company’s Hong Kong branch share registrar, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

- (v) As at the date hereof, the Board comprises three executive directors, namely Mr. Cheung Ngan, Mr. Miguel Valldecabres Polop and Ms. Chan Hoi Ying, and three independent non-executive directors, namely Mr. Chan Francis Ping Kuen, Mr. Lee Kwok Leung and Dato’ Tan Yee Boon.