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彩虹集團新能源股份有限公司
IRICO GROUP NEW ENERGY COMPANY LIMITED*

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 0438)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of IRICO Group New Energy Company Limited* (the “**Company**”) will be held at 9:00 a.m. on Friday, 29 December 2023 at the conference room on the 1st Floor of the Office Building at No. 1 Caihong Road, Xianyang, Shaanxi Province, the People’s Republic of China (the “**PRC**”) for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the resolution in relation to the proposed appointment of Ms. Yang Hua as an executive director of the Company.
2. To consider and approve the resolution in relation to the proposed appointment of Mr. Fang Zhongxi as a non-executive director of the Company.
3. To consider and approve the resolution in relation to the proposed appointment of Mr. Wang Dong as a non-executive director of the Company.

SPECIAL RESOLUTION

4. To consider and approve the resolution in relation to the proposed change of registered address and the proposed amendments to the Articles of Association.

The full text of the special resolution is set out as follows:

Reference is made to the announcement of the Company dated 4 December 2023 in relation to the proposed change of registered address, the proposed amendments to the Articles of Association and the closure of register of members.

According to the actual situation of the Company, the Board proposes to change the registered address of the Company from “No. 1 Caihong Road, Xianyang, Shaanxi Province, the People’s Republic of China” to “C6, No. 3 Xinghuo Avenue, High-Tech Industrial Development Zone, Xianyang, Shaanxi Province, the People’s Republic of China”.

Due to the proposed change of registered address, the Board also proposes to make the following corresponding amendments to the articles of association of the Company (the “**Articles of Association**”):

	Original article		Amended article
Article 3		Article 3	
Address of the Company:	No. 1 Caihong Road, Xianyang, Shaanxi Province, the People’s Republic of China	Address of the Company:	C6, No. 3 Xinghuo Avenue, High-Tech Industrial Development Zone, Xianyang, Shaanxi Province, the People’s Republic of China
Telephone No.:	8629–33825355	Telephone No.:	8629–33825355
Facsimile:	8629–33825354		
Postal Code:	712021	Postal Code:	712000

The proposed change of registered address is subject to the consideration and approval by the shareholders of the Company (the “**Shareholders**”) at the EGM, and the approval by, and registration or filing with, the relevant competent authorities in the PRC. The proposed amendments to the Articles of Association shall take effect upon the consideration and approval by the Shareholders at the EGM.

By order of the Board
IRICO Group New Energy Company Limited*
Huang Weihong
Secretary to the Board

Shaanxi Province, the PRC
13 December 2023

As at the date of this notice, the Board of the Company consists of Mr. Ma Zhibin and Mr. Jiang Lei as executive directors, Mr. Ni Huadong and Mr. Huang Weihong as non-executive directors, and Mr. Su Kun, Mr. Li Yong and Ms. Hao Meiping as independent non-executive directors.

* For identification purpose only

Notes:

1. Information on Candidates for Executive and Non-executive Directors

Reference is made to the announcement of the Company dated 4 December 2023 in relation to the change of executive director and non-executive directors.

Upon the nomination by IRICO Group Company Limited (“**IRICO Group**”), the controlling Shareholder of the Company, the Board has resolved at the meeting held on 4 December 2023 to nominate and appoint: (i) Ms. Yang Hua (“**Ms. Yang**”) as an executive director of the Company; (ii) Mr. Fang Zhongxi (“**Mr. Fang**”) as a non-executive director of the Company; and (iii) Mr. Wang Dong (“**Mr. Wang**”) as a non-executive director of the Company.

The biographical details of Ms. Yang, Mr. Fang and Mr. Wang are set out as follows:

Ms. Yang Hua (楊樺), aged 50, holds a bachelor’s degree and is a qualified accountant. Ms. Yang has participated in work since July 1996 and successively served as a cashier and accountant of the power branch of IRICO Color Picture Tube Plant, accountant and cost statement accountant of the procurement department of IRICO Color Picture Tube Plant, manager of the comprehensive analysis business of the Company, manager of the finance department of IRICO Phosphor Material Co., Ltd, comprehensive analysis accountant, assistant to the director and deputy director of the asset and finance department of IRICO Group (also the head of the settlement centre of IRICO Group), director of the finance department of the Company, deputy director (presiding over work) of the finance department and director of the asset and operation department of IRICO Group. She currently serves as the chief accountant of IRICO Group, chief accountant of Xianyang Zhongdian IRICO Group Holdings Ltd., and director of the finance department of IRICO Group.

Mr. Fang Zhongxi (方忠喜), aged 41, holds a bachelor’s degree and has obtained a master’s degree in business administration while employed, and is a member of the Communist Party of China. He is a senior engineer and a deputy to the 13th National People’s Congress of Anhui Province. Mr. Fang has participated in work since August 2005 and successively served as a technician and secretary of the Youth League of IRICO Glass Factory, secretary of the Party Committee of the Party Committee Work Department of IRICO Group, assistant to the director of the office, director of the Party and Masses Office, chairman of the labor union of IRICO Glass Factory, director of the comprehensive management department and chairman of the labor union of IRICO Photovoltaic Glass Factory, director of the comprehensive management department, chairman of the labor union, director of the operation and management department, assistant to the general manager, director of the manufacturing first department and vice general manager of IRICO (Hefei) Photovoltaic Company Limited. From June 2021 to January 2023, he held a temporary position as the deputy director (presiding over work) of the economic operation division of the operation and management department at the headquarters of China Electronics Corporation, and the deputy director (presiding over work) of the operation and management department of IRICO Group. He currently serves as the director of the operation and management department and the planning and technology department of IRICO Group.

Mr. Wang Dong (王棟), aged 35, holds postgraduate qualifications and a master’s degree in management, and is a member of the Communist Party of China, an accountant and an economist. He has participated in work since July 2013, and successively served as an account manager of Xi’an Xincheng Sub-branch of China Construction Bank, an account manager and regional director of Ping An International Financial Leasing Co., Ltd. and other positions. He served as the deputy head of the asset operation department of IRICO Group in April 2021, and is currently the deputy head (presiding over work) of the asset operation department of IRICO Group.

Save as disclosed above, Ms. Yang, Mr. Fang and Mr. Wang confirm that: (i) they have not held any directorships in any public companies, the securities of which are listed on any securities market in Hong Kong and/or overseas in the past three years, nor held any other major appointment and professional qualification; (ii) they do not hold any other position with the Company or its subsidiaries; (iii) they do not have any interests in the shares or securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (iv) they do not have any relationship with other current directors, senior management or substantial or controlling Shareholders of the Company.

At the EGM, ordinary resolutions will be proposed to appoint Ms. Yang as an executive director of the Company and appoint Mr. Fang and Mr. Wang as non-executive directors of the Company for a term commencing from the effective date of the appointments at the EGM until the expiry of the term of office of the fifth session of the Board. Ms. Yang will not receive any remuneration from the Company for her services as an executive director of the Company, and Mr. Fang and Mr. Wang will not receive any remuneration from the Company for their services as non-executive directors of the Company.

Save as set out in this notice, there are no other matters in relation to the appointment of Ms. Yang, Mr. Fang and Mr. Wang that need to be disclosed pursuant to the requirements of Rules 13.51(2) (h) to (v) of the Listing Rules, nor is there any matter that needs to be brought to the attention of the Shareholders.

2. For the purpose of determining eligibility to attend and vote at the EGM, the register of the members of the Company will be closed from Friday, 22 December 2023 to Friday, 29 December 2023, both days inclusive. During such period, no transfers of the Company's shares will be registered. In order to be entitled to attend and vote at the EGM, holders of H shares whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Thursday, 21 December 2023.
3. Holders of H shares whose names appear on the Company's register of the members of H shares at the close of business on Friday, 22 December 2023 are entitled to attend the EGM, and are entitled to appoint one or more proxies, to attend and vote on his behalf at the EGM according to the Articles of Association. A proxy needs not be a Shareholder.

4. The appointment of the proxy by completing the enclosed “PROXY FORM FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 29 DECEMBER 2023” (the “**Proxy Form**”) must be in writing by hand of the appointer or his attorney duly authorised in writing. If the Proxy Form is signed by the attorney or any other person authorised by the appointer, the power of attorney or other authority must be notarized. If the appointer is a corporation, the Proxy Form shall be executed under seal or shall be executed by its director or a duly authorised person. In respect of the holders of H shares, the notarized power of attorney or other authority together with the Proxy Form must be delivered to the Company’s H share registrar, Computershare Hong Kong Investor Services Limited at 17M/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, no less than 24 hours before the time appointed for holding the EGM (i.e. no later than 9:00 a.m. on Thursday, 28 December 2023) or any adjournment thereof. In respect of the holders of domestic shares, the above documents should be delivered to the office of the secretary of the Board of the Company at No. 1 Caihong Road, Xianyang, Shaanxi Province, the PRC within the same period.
5. A Shareholder or proxy attending the EGM should produce his/her identity certificate.
6. Voting at the EGM will be taken by poll.
7. The EGM is expected to last for half a day. Shareholders (in person or by proxy) attending the EGM are responsible for their own transportation and accommodation expenses.

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