德泰新能源集團有限公司
DeTai New Energy Group Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 559)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the special general meeting of DeTai New Energy Group Limited (the "**Company**") will be held at 11:00 a.m. on Wednesday, 16 October 2024 at Units 5906–5912, 59/F., The Center, 99 Queen's Road Central, Hong Kong for the following purposes.

SPECIAL RESOLUTION

To consider and, if thought fit, the following resolution as a special resolution of the Company:

1. "**THAT**, subject to the satisfaction of all conditions set out in the letter from the board under the paragraph headed "Conditions of the Capital Reorganisation" in the circular dated 24 September 2024 issued by the Company, with effect from 18 October 2024 or the conditions are fulfilled (whichever is later):

    (i) every thirty (30) issued and unissued existing shares of par value of HK$0.05 each will be consolidated into one (1) consolidated share (the "**Consolidated Share(s)**") of par value of HK$1.50 each; and (ii) every thirty (30) issued and unissued existing preference shares of par value of HK$0.05 each will be consolidated into one (1) consolidated preference share (the "**Consolidated Preference Share**") of par value of HK$1.50 each (the "**Share Consolidation**");

    (ii) immediately after the Share Consolidation becoming effective, the issued share capital of the Company will be reduced to the effect that the par value of each issued Consolidated Share and each issued Consolidated Preference Share will be reduced from HK$1.50 to HK$0.05 by (a) eliminating any fraction of a share in the issued share capital of the Company arising from the Share Consolidation in order to round down the total number of the shares to a whole number; and (b) cancelling HK$1.45 of the paid-up capital of the Company on each Consolidated Share (the "**New Consolidated Share(s)**") and each Consolidated Preference Share (the "**New Consolidated Preference Share(s)**") (the "**Capital Reduction**");

(iii) immediately following the Share Consolidation and the Capital Reduction becoming effective, (a) each authorised but unissued Consolidated Share of par value of HK$1.50 will be subdivided into thirty (30) authorised but unissued New Consolidated Shares of par value of HK$0.05 each; and (b) each authorised but unissued Consolidated Preference Share of par value of HK$1.50 will be subdivided into thirty (30) authorised but unissued New Consolidated Preference Shares of par value of HK$0.05 each (the "**Share Subdivision**") so that immediately following the Share Consolidation, the Capital Reduction and the Share Subdivision (collectively, the "**Capital Reorganisation**"), the authorised share capital of the Company shall remain at HK$1,561,904,761.90 divided into 30,000,000,000 New Consolidated Shares and 1,238,095,238 New Consolidated Preference Shares, and the issued share capital of the Company shall be reduced by HK$782,381,185.35 from HK$809,359,846.90 divided into 15,695,531,700 Existing Shares and 491,665,238 Existing Preference Shares to HK$26,978,661.55 divided into 523,184,390 New Consolidated Shares and 16,388,841 New Consolidated Preference Shares;

(iv) subject to the restrictions as set out in the memorandum of association and bye-laws of the Company (the "**Bye-laws**"), the New Consolidated Shares will be identical in all respects and rank *pari passu* in all respects with each other, and the New Consolidated Preference Shares will be identical in all respects and rank *pari passu* in all respects with each other;

(v) all fractional New Consolidated Shares shall be disregarded and not be issued to the shareholders of the Company and any fractions of the New Consolidated Shares be aggregated and, if possible, sold for the benefits of the Company and the net proceeds retained for the benefits of the Company;

(vi) the credits arising from the Capital Reduction shall be transferred to the contributed surplus account of the Company within the meaning of the Companies Act (the "**Contributed Surplus Account**") and the amount standing to the credit of the Contributed Surplus Account be applied in any manner as may be permitted under the Company's Bye-laws, the Companies Act and all applicable laws including, without limitation, eliminating or setting off the accumulated losses of the Company from time to time as the directors of the Company (the "**Director(s)**") consider appropriate without further authorization from the shareholders of the Company; and

(vii) any one Director be and is hereby authorised to do all such acts and things and execute all such documents on behalf of the Company, including under the common seal of the Company where applicable, and take any and all steps, and to do and/or procure to be done any and all acts and things as he or she may consider necessary, desirable or expedient to give effect to the Capital Reorganisation."

By order of the Board
DeTai New Energy Group Limited
Wong Siu Keung Joe
Chairman and Executive Director

Hong Kong, 24 September 2024

Notes:

1. The resolution at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"). The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.detai-group.com) in accordance with the Listing Rules.

2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and vote instead of that shareholder. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held that shareholder.

3. Any Shareholder entitled to attend and vote at the SGM is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A Shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy needs not be a Shareholder. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the meeting (i.e., not later than 11:00 a.m. on Monday, 14 October 2024 (Hong Kong time)) or the adjourned meeting (as the case may be). To be effective, all proxy appointments must be lodged with Tricor Tengis Limited before the deadline. Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

4. For the purpose of determination of entitlement to attend and vote at the SGM, the register of members of the Company will be closed from Wednesday, 9 October 2024 to Wednesday, 16 October 2024 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for attending and voting at the SGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 8 October 2024.

5. Where there are joint holders of any share, any one of such joint holders may vote at the meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the meeting, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

6. A circular containing further details concerning proposed resolution set out in this notice will be sent to all Shareholders together with this notice.

7. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the Board comprises executive Director of Mr. Wong Siu Keung Joe (Chairman); the non-executive Director of Ms. Chu Yin Yin Georgiana, and the independent non-executive Directors of Mr. Chiu Wai On, Mr. Man Kwok Leung and Mr. To Chun Wai.