THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed security dealer or other registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Ev Dynamics (Holdings) Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or the transferee or to the licensed security dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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EvDynamics

Ev Dynamics (Holdings) Limited
科軒動力(控股)有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 476)

(1) ISSUE OF NEW SHARES UNDER SPECIFIC MANDATE; AND (2) NOTICE OF SPECIAL GENERAL MEETING

Financial Adviser to the Company

Donvex 富域資本
Donvex Capital Limited
富域資本有限公司

A notice convening the SGM to be held at 2102, World-Wide House, No. 19 Des Voeux Road Central, Central, Hong Kong on Friday, 29 August 2025 at 3:00 p.m. is set out on pages SGM-1 to SGM-2 in this circular. A proxy form for use by the Shareholders at the SGM is enclosed with this circular. If you are not able to attend the SGM in person, you are requested to complete and return the accompanying proxy form in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the SGM. Completion and delivery of the proxy form will not preclude you from attending and voting in person at the SGM should you so wish.

11 August 2025

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

"associate(s)"	has the meaning ascribed to it under the Listing Rules
"Board"	the board of Directors
"Business Day(s)"	a day on which banks are generally open for business in Hong Kong, except a Sunday, a Saturday, a public holiday, and a day on which a tropical cyclone warning signal no. 8 or above or a "black" rainstorm warning signal is hoisted in Hong Kong at any time between 9:00 a.m. and 5:00 p.m.
"Company"	Ev Dynamics (Holdings) Limited, a company incorporated under the laws of the Bermuda with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 476)
"Completion"	the completion of the Subscription in accordance with the terms and condition set out in the Subscription Agreement
"Completion Date"	the fifth Business Day after the date on which the last of the conditions precedent under the Subscription Agreement has been fulfilled (or other date as the Company and the Subscriber may agree in writing)
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Independent Shareholders"	the shareholders of the Company other than those who are required to abstain under the Listing Rules from voting at the SGM of the Company for the resolution(s) approving the Subscription Agreement and the Subscription contemplated thereunder
"Latest Practicable Date"	6 August 2025, being the latest practicable date for the purpose of ascertaining certain information contained in this circular prior to its publication
"Listing Committee"	the listing committee of the Stock Exchange
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange

"Long Stop Date"	31 August 2025
"PRC"	the People's Republic of China, which for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
"SFO"	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
"SGM"	the special general meeting of the Company to be convened and held for the purpose of considering and, if thought fit, approving by the Independent Shareholders the Subscription Agreement, and the Subscription contemplated thereunder (including the grant of Specific Mandate)
"Share(s)"	the ordinary share(s) of par value of HK$0.05 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the share(s) in the Shares
"Specific Mandate"	the specific mandate to allot and issue the Subscription Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Subscriber"	Total Honest Investment Limited, a company incorporated in Hong Kong with limited liability, which is wholly-owned by Mr. Xu David Hua, a PRC citizen and a Shareholder of the Company as at the Latest Practicable Date
"Subscription"	subscription of the Subscription Shares by the Subscriber pursuant to the terms and conditions of the Subscription Agreement
"Subscription Agreement"	the subscription agreement dated 18 July 2025 entered into between the Company and the Subscriber
"Subscription Price"	HK$0.45 per Subscription Share
"Subscription Shares"	an aggregate of 60,000,000 new Shares to be allotted and issued by the Company to the Subscriber pursuant to the Subscription Agreement
"trading day"	means a day on which the Stock Exchange is open for the trading of securities
"%"	per cent

Ev Dynamics (Holdings) Limited
科軒動力(控股)有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 476)

Executive Directors:
Mr. Cheung Ngan *(Chairman and Chief Executive Officer)*
Ms. Chan Hoi Ying
Mr. Sun Jingchun

Independent Non-Executive Directors:
Mr. Chan Francis Ping Kuen
Mr. Lee Kwok Leung
Dato' Tan Yee Boon

Registered Office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head Office and Principal Place of Business:
46th Floor
United Asia Finance Centre
333 Lockhart Road
Wanchai
Hong Kong

11 August 2025

To the Shareholders

Dear Sir or Madam,

(1) ISSUE OF NEW SHARES UNDER SPECIFIC MANDATE; AND (2) NOTICE OF SPECIAL GENERAL MEETING

INTRODUCTION

Reference is made to the announcement of the Company dated 18 July 2025 in relation to, among other things, the Subscription Agreement and the Subscription contemplated thereunder.

The purpose of this circular is to provide you with further information regarding the Subscription and to give you the notice of the SGM to be convened for the purpose of considering and, if thought fit, approving the Subscription Agreement and the Subscription contemplated thereunder, and the allotment and issue of the Subscription Shares under the Specific Mandate.

THE SUBSCRIPTION

On 18 July 2025 (after trading hours), the Company, as the issuer, entered into the Subscription Agreement with the Subscriber, pursuant to which the Company has conditionally agreed to issue and allot, and the Subscriber has conditionally agreed to subscribe for 60,000,000 Subscription Shares at the Subscription Price of HK$0.45 per Subscription Share.

THE SUBSCRIPTION AGREEMENT

The principal terms of the Subscription Agreement are set out as below:

Date	:	18 July 2025
Parties	:	(1) The Company, as issuer;
		(2) The Subscriber
Subscription Shares	:	60,000,000 Subscription Shares
Subscription Price	:	HK$0.45 per Subscription Share

Subscription Shares

The 60,000,000 Subscription Shares will be issued and allotted under the Specific Mandate, which is subject to Independent Shareholders' approval at the SGM.

Assuming there will be no change in the issued share capital of the Company from the Latest Practicable Date up to the date of Completion, the Subscription Shares represent:

(i) approximately 26.4% of the existing issued share capital of the Company as at the Latest Practicable Date; and

(ii) approximately 20.9% of the issued share capital of the Company as enlarged by the issue and allotment of the Subscription Shares.

Subscription Price

The Subscription Price of HK$0.45 per Subscription Share represents:

(i) a discount of approximately 31.8% of the closing price of HK$0.660 per Share as quoted on the Stock Exchange on the Latest Practicable Date;

(ii) a discount of approximately 33.8% to the closing price of HK$0.680 per Share as quoted on the Stock Exchange on the date of the Subscription Agreement;

(iii) a discount of approximately 36.3% to the average closing price of approximately HK$0.706 per Share as quoted on the Stock Exchange for the last five (5) trading days up to and including the date of the Subscription Agreement;

(iv) a discount of approximately 12.7% to the average closing price of approximately HK$0.515 per Share as quoted on the Stock Exchange for the last twenty (20) trading days up to and including the date of the Subscription Agreement;

(v) a theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) represented by a discount of approximately 17.93% of the theoretical diluted price of HK$0.632 per Share to the benchmarked price of HK$0.770 per Share (as defined under Rule 7.27B of the Listing Rules, taking into account the higher of the closing price on the date of the Subscription Agreement of HK$0.680 per Share and the average closing price of HK$0.770 per Share as quoted on the Stock Exchange for the five consecutive trading days immediately prior to the date of the Subscription Agreement); and

(vi) for illustrative purpose, a discount of approximately 41.56% to the benchmarked price of HK$0.770 per Share (as defined under Rule 7.27B of the Listing Rules, taking into account the higher of the closing price on the date of the Subscription Agreement of HK$0.680 per Share and the average closing price of HK$0.770 per Share as quoted on the Stock Exchange for the five consecutive trading days immediately prior to the date of the Subscription Agreement).

The Subscription Price was determined with reference to the prevailing market price of the Shares and was negotiated on an arm's length basis between the Company and the Subscriber.

Ranking

The Subscription Shares, when issued and fully paid, will rank *pari passu* in all respects among themselves and with all other Shares in issue at the time of allotment and issue of the Subscription Shares.

Conditions precedent

The Completion is conditional upon the satisfaction of the following conditions precedent:

(i) the Independent Shareholders having passed the resolution at the SGM to approve (a) the Subscription Agreement and the Subscription contemplated thereunder; and (b) the issue and allotment of the Subscription Shares under the Specific Mandate;

(ii) the Listing Committee of the Stock Exchange having granted the listing of, and permission to deal in, the Subscription Shares by and the permission to deal in them under the Subscription Agreement; and

(iii) any other necessary waivers, consents and approvals (if required) from the relevant governmental or regulatory authorities in Hong Kong and Bermuda for the Subscription Agreement and the Subscription contemplated hereunder having been obtained and fulfilled.

All the above conditions precedent are not waivable. In the event the above conditions precedent have not been satisfied by the Long Stop Date, all rights, obligations and liabilities of the Company and the Subscriber shall cease and determine and neither party shall have any claim against the other, save for any antecedent breaches of the Subscription Agreement.

Completion

Completion of the Subscription shall take place on the Completion Date, or at such other date, time and venue as the Company and the Subscriber may agree in writing.

LISTING APPLICATION

Application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Subscription Shares on the Stock Exchange.

None of the Shares are listed or dealt in or any other stock exchanges other than the Stock Exchange.

INFORMATION OF THE COMPANY AND THE GROUP

The principal activity of the Company is investment holding. The principal activities of the subsidiaries of the Company consist of investment holding, development of new energy business and trading of metals and minerals. The Group also owns the Glauberite Mine located in the Guangxi Zhuang Autonomous Region of the PRC.

INFORMATION OF THE SUBSCRIBER

The Subscriber is a company incorporated in Hong Kong with limited liability and principally engaged in investment holding. The ultimate beneficial owner of the Subscriber is Mr. Xu David Hua, who is interested in 21,380,000 Shares, representing approximately 9.42% of the total issued share capital of the Company as at the Latest Practicable Date, including 8,380,000 Shares directly held by Mr. Xu David Hua and 13,000,000 Shares held by Prosperity Investment Management Limited, which is wholly-owned by Mr. Xu David Hua.

Mr. Xu David Hua holds a bachelor's degree in electrical engineering and EMBA master's degree in management. He has extensive management experience, including around 20 years in the renewable energy sector. He was president and chief operating officer of Shenzhen Jiawei Industrial Co., Ltd. (a company listed in the PRC, stock code: 300317), which was principally engaged in the application of renewable energy. He was also the founder and chief executive officer of Shanghai Guxin Asset Management Co., Ltd., chairman and chief executive officer of China Smarter Energy Group Holdings Limited (stock code: 1004); and a director of Lingda Group Co., Ltd. (a company listed in the PRC, stock code: 300125).

Mr. Xu David Hua was one of the placees under the placing of new Shares conducted by the Company which was completed on 9 May 2025, who was introduced to the Company through the placing agent. With Mr. Xu's business network and reputation in the application of renewable energy in the PRC, the Company considered Mr. Xu may contribute to the Group for the expansion of the provision of purpose-built electric transport solutions business in the PRC.

As such, Mr. Xu David Hua was appointed as the legal representative of one of the subsidiaries of the Company in the PRC to assist the Group to liaise with potential customers for development of the Group's provision of purpose-built electric transport solutions business in the PRC.

As at the Latest Practicable Date, save for the Subscription, the Company did not intend to, or did not enter into, or did not propose to enter into any agreement, arrangement, undertaking or understanding (whether formal or informal; verbal or written; express or implied) with Mr. Xu.

Following the Completion, the Company and/or Mr. Xu intend to continue the existing principal business of the Group, and have no plan and/or intention to downsize or change the scale of the Company's existing principal business.

REASONS FOR AND BENEFITS OF THE SUBSCRIPTION

As disclosed in the annual report of the Company for the year ended 31 March 2025 (the "**Annual Report**"), as at 31 March 2025, the balance of the cash and cash equivalent of the Group amounted to approximately HK$8.4 million.

The Group is principally engaged in the provision of purpose-built electric transport solutions, which involves design, modification and manufacture of vehicles powered by electricity or other new energy sources for commercial and industrial transportation purposes. The Group had successfully completed a number of projects with customers in the PRC, Hong Kong, Southeast Asia and North America for the supply of commercial electric vehicles, e-buses and other solutions to electrify traditional vehicles.

With the growing global demand for electric vehicles, businesses reliant on transportation and logistics are increasingly transitioning to new energy vehicles. Leveraging its extensive experience accumulated from completed projects, the Group is well positioned to continue to develop its provision of purpose-built electric transport solutions business, which had continued to attract interests from various potential customers.

Latest business development of the Company

Hong Kong and the PRC market

As further disclosed in the Annual Report, the Group continued to receive purchase orders for its purpose-built electric transport solutions from authorities in Hong Kong, in particular

(i) following the successful fulfilment of prior eBus orders from the Airport Authority of Hong Kong and the Hong Kong Anti-Cancer Society, the Group had received a new order from the Hong Kong Productivity Council; and

(ii) the Group was awarded a contract at approximately HK$9 million to supply the first electric mobile command unit to the Hong Kong Fire Services Department, which is expected to be delivered in early 2026.

In addition, in early December 2024, the Group and a leading bus manufacturer in the PRC jointly submitted a tender application to a renowned public transportation operator in Hong Kong for the potential supply of up to 300 units of electric and hydrogen-powered single-deck and double-deck buses.

Leveraging on the successful development of the purpose-built electric transport solutions for different kind of electric vehicles of commercial or industrial use with authorities in Hong Kong as illustrated above, the Group became reputable for the provision of purpose-built electric transport solutions for commercial use. As Mr. Xu David Hua had around 20 years of experience in the PRC in the application of renewable energy, Mr. Xu had extensive business network with a number of private companies, listed companies and state-owned enterprises that are principally engaged in mining businesses that are willing to explore electric transport solutions for their operations.

Upon Mr. Xu became a Shareholder and the legal representative of one of the PRC subsidiaries of the Company, the above potential customers under Mr. Xu's business network became more confident with the Group. As such, with the introduction from Mr. Xu and the Group's reputation in the provision of purpose-built electric transport solutions for commercial use, the Group began to liaise with a number of potential customers in the PRC, including private companies, listed companies and state-owned enterprises that are principally engaged in mining businesses, for the provision of electric transport solutions for transportation of minerals. In the event any of the collaboration opportunities materialise, the Group will require additional working capital for its provision of purpose-built electric transport solutions business in the PRC.

In particular, the Group is negotiating with two state-owned enterprises principally engaged in mining and energy business for the provision of purpose-built electric transport solutions. It is expected that, the Company will finalise the contracts on three of the projects under negotiation (the "**Projects**") by September 2025, which are expected to commence in the fourth quarter of 2025 if they materialise. Based on the latest negotiations of the Company with the potential customers, (i) under the Projects, the Company is expected to be responsible for the supply of an aggregate number of 130 electric heavy vehicles, and the operation, charging and maintenance of such heavy vehicles for commercial transportation under the Projects; and (ii) the aggregate contract sum for the Project is expected to be approximately RMB148 million on an annual basis. As the Company has an annual capacity of processing around 5,000 electric vehicles, the Company is capable of fulfilling such orders.

As such, the Group is expected to require additional working capital to finance the commencement of the Projects. Based on the estimation of the Company, it is expected that the Company will require approximately RMB17.6 million for the initial working capital for the Projects, which includes, among other things, the downpayment for the finance lease of the heavy vehicles and the cost of modification of such heavy vehicles. In order to ensure the fulfilment of the obligations under the contracts for the Projects, the Group considers it shall ensure having sufficient working capital to perform its obligations. Accordingly, it is the Group's intention to raise additional working capital for the Projects through the Subscription. Save for the initial working capital requirement, the Group considers there are no obstacles to finalise the contract terms of the Projects.

In the event the contracts for the Projects materialise and based on the latest negotiations of the Group with the potential customers, it is expected that the Projects will commence in the fourth quarter of 2025 and generate revenue of around RMB40 million and RMB140 million for the years ending 31 March 2026 and 2027.

Southeast Asian market

Reference is made to the Annual Report.

For the Philippines market, the overall delivery schedule of further COMET units to a Philippines customer has been postponed due to the delay in progress payment from the customer under the current market sentiment and prevailing high interest rate. In respect of the Thailand market, the Group had successfully delivered e-conversion kits to its customers in Thailand, which are pending the results of validation, commissioning and debugging process before further orders may be received by the Group.

American and European market

As disclosed in the Annual Report, the Group had not reached an agreement to renew the expired contract with a Mexican customer. Although the Group had successfully sourced a Mexican distributor for sales of the van chassis and they agreed to purchase the 250 units van chassis in batches upon completion of the homologation for the first trial orders, amid the macroeconomic uncertainties, the Company's Mexican customers are exercising caution and therefore temporarily deferred their procurement plans.

Short-term strategic focus

In view of above and in particular (i) the progress of the completion of the sales orders with the customers in the Southeast Asia market are pending the results of validation, commissioning and performance debugging process; (ii) there is no concrete timetable on when or whether the customers in the American market resume their procurement plan; (iii) the existing sales orders with reputable authorities in Hong Kong; and (iv) the potential sales orders, including the Projects, with listed companies and state-owned enterprises in the PRC represented an excellent opportunities to promote and expand its provision of purpose-built electric transport solutions business in the PRC, the Company considered it shall capture such opportunities to expand its market share in the Hong Kong and PRC market.

In the event the Projects materialise, given (i) the potential customers of the Projects are state-owned enterprises with stable operations; and (ii) the Group is expected to be receiving settlement on a monthly basis for the supply the electric heavy vehicles, and the operation, charging and maintenance of such heavy vehicles for commercial transportation under the Projects, it is expected to generate stable revenue and cashflow for the Company to further expand its provision of purpose-built electric transport solutions business in the PRC.

As such, the Company is of the view that the Subscription may provide additional general working capital to for completing the purchase orders on hand and the development of the purpose-built electric transport solutions business in Hong Kong and the PRC market.

Working capital requirement of the Group

Taking into account, among other things, (i) historical financial information; (ii) latest headcount and payroll record; (iii) lease entered into by the Group; and (iv) utility and other office expenses, it is estimated that the Group will require working capital of around HK$1.5 million on a monthly basis to maintain its operations, before the settlement of audit fees and other legal and professional fees. As such, it is the Group's intention to replenish its working capital to maintain its daily operation.

Use of proceeds

The gross proceeds from the Subscription will be HK$27.0 million and the net proceeds (after deduction of professional fees and all relevant expenses of the Subscription) from the Subscription are estimated to be approximately HK$26.8 million.

The Company intends to apply the net proceeds from the Subscription for

(i) approximately HK$2.2 million for working capital for the completion of existing purchase orders of the purpose-built electric transport solutions business, including but not limited to existing purchase orders the Fire Service Department which are expected to be delivered by the first half of 2026;

(ii) approximately HK$17.8 million for the initial working capital for the Projects as detailed above, which are expected to be commenced by the end of 2025; and

(iii) the remaining HK$6.8 million for general working capital of the Group for the settlement of staff cost and benefits, which are expected to be approximately HK$6.7 million from 1 September 2025 to 31 March 2026.

The Subscription Price and the potential dilution effect on the interests of the Shareholders

As disclosed in the section headed "The Subscription Agreement − Subscription Price" above, the Subscription Price represents (i) a discount of approximately 33.8% to the closing price of HK$0.680 per Share as quoted on the Stock Exchange on the date of the Subscription Agreement; (ii) a discount of approximately 12.7% to the average closing price of approximately HK$0.515 per Share as quoted on the Stock Exchange for the last twenty (20) trading days up to and including the date of the Subscription Agreement; and (iii) a theoretical dilution effect of approximately 17.93% based on the theoretical dilution price to the benchmarked price (as defined under Rule 7.27B of the Listing Rules).

In considering the Subscription Price, the Company noted that (i) the closing price of the Shares remained below HK$0.485 per Share in the twelve months prior to July 2025; (ii) the closing price of the Shares only increased in July 2025 prior to the date of the Subscription Agreement. As such, the Subscription Price only represented a slight discount of approximately 12.7% to the average closing price of approximately HK$0.515 per Share as quoted on the Stock Exchange for the last twenty (20) trading days up to and including the date of the Subscription Agreement.

In addition, in view of the reasons for and the possible benefits of the Subscription to support funding needs of the development of the purpose-built electric transport solutions business of the Company as set out above, the Board is of are of the view that (i) the discount of the Subscription Price to the closing price of the Shares; and (ii) the aforementioned level of dilution to the shareholding interests of the existing public Shareholders is acceptable.

Alternative financing

The Board has considered various fund-raising methods apart from the Subscription.

With regard to debt financing, the Company had difficulties in sourcing debt financing from financial institutions due to the lack of security as the Company does not have material tangible assets in Hong Kong. In respect of equity fund raising, given the latest financial results of the Group, the Company had difficulties in (i) sourcing placing agents for equity investments with terms acceptable to the Company and amounts sufficient in meeting the working capital needs of the Company; and (ii) sourcing underwriter with reasonable underwriting fee and subscription price of reasonable discount for open offer and rights issue. In addition, the Company considers that the process of the placing, rights issue, or open offer would be relatively time-consuming.

Directors' view

Taking into account of the above, the Board is of the view that the terms of Subscription Agreement are on normal commercial terms, fair and reasonable and are in the interests of the Company and its shareholders as a whole.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

The following table sets out the shareholding structure of the Company (i) as at the Latest Practicable Date; and (ii) immediately upon the Completion, assuming that there is no change in the issued share capital of the Company from the Latest Practicable Date to the Completion Date:

	As at the Latest Practicable Date		**Immediately upon the Completion**	
	Number of Shares	*Approximate % of issued Shares*	*Number of Shares*	*Approximate % of issued Shares*
Mr. Xu David Hua	8,380,000	3.69%	8,380,000	2.92%
Prosperity Investment Management Limited *(Note 1)*	13,000,000	5.73%	13,000,000	4.53%
Subscriber	–	–	60,000,000	20.91%
The Subscriber and his associates	21,380,000	9.42%	81,380,000	28.36%
Entrust Limited *(Note 2)*	19,654,550	8.66%	19,654,550	6.85%
Mr. Cheung Ngan *(Note 3)*	10,720,771	4.72%	10,720,771	3.74%
Faith Profit Holding Limited *(Note 3)*	4,451,728	1.96%	4,451,728	1.55%
Other Shareholders	170,772,060	75.24%	170,772,060	59.50%
Total	226,979,109	100.00%	286,979,109	100.00%

Notes:

1. Mr. Xu David Hua is the ultimate beneficial owner of Prosperity Investment Management Limited, Accordingly, the Subscriber is deemed to be interested in the Shares in which Prosperity Investment Management Limited is interested by virtue of the SFO.

2. Entrust Limited is controlled as to 34% by Mr. Chan Tok Yu, 25% by Ms. Chan Hoi Ying (executive director of the Company), 25% by Mr. Chan Hin Yeung and 16% by Ms. Siu Kwan. Mr. Chan Tok Yu's interest is held by Ms. Siu Kwan as a trustee. Accordingly, Mr. Chan Tok Yu and Ms. Siu Kwan are deemed to be interested in the Shares in which Entrust Limited is interested by virtue of the SFO.

3. Faith Profit Holding Limited is wholly owned by Mr. Cheung Ngan, the Chairman, Chief Executive Officer and executive Director of the Company.

4. The percentage figures have been subject to rounding adjustments. Any discrepancies between totals and sums of amounts listed herein are due to rounding adjustments.

EQUITY FUND RAISING ACTIVITIES BY THE COMPANY IN THE PAST TWELVE MONTHS

The Company has conducted the following fund raising activities in the past twelve months immediately preceding the Latest Practicable Date:

Date of initial announcement	Fund raising activities	Net proceeds	Intended use of proceeds as announced	Actual use of proceeds
17 April 2025	Placing of new Shares under general mandate	Approximately HK$7.8 million	For the general working capital of the Group	Approximately HK$6.5 million utilised as intended, and the remaining of approximately HK$1.3 million will be utilised as intended by 31 August 2025
2 September 2024	Issue of convertible notes under general mandate	Approximately HK$4.75 million	For the general working capital of the Group	Fully utilised as intended

LISTING RULES IMPLICATIONS

As the Subscription Shares will be issued and allotted under the Specific Mandate to be obtained at the SGM, the Subscription and the Special Mandate are subject to the Independent Shareholders' approval.

The resolution approving the Subscription Agreement and the Subscription contemplated thereunder was approved at a Board meeting of the Company. No Directors was required to abstain from voting at the Board meeting relating to the approval of the Subscription Agreement and the Subscription contemplated thereunder.

SGM

The SGM will be held at 2102, World-Wide House, No. 19 Des Voeux Road Central, Central, Hong Kong on Friday, 29 August 2025 at 3:00 p.m. to consider and, if thought fit, pass the resolution to approve the Subscription Agreement and the Subscription contemplated thereunder, and the allotment and issue of the Subscription Shares under the Specific Mandate.

A notice convening the SGM is set out on pages SGM-1 to SGM-2 of this circular. A form of proxy for the SGM is enclosed with this circular. Whether or not you intend to be present at the SGM, you are advised to complete the form of proxy and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time scheduled for the SGM or any adjournment thereof. The completion and return of a form of proxy will not preclude you from attending and voting at the meeting in person or any adjourned meeting should you so wish, and in such case, the form of proxy submitted by you shall be deemed to be revoked.

As the Subscriber has a material interest in the Subscription, he and his associates (i.e., Prosperity Investment Management Limited) are required to abstain from voting at the SGM on the resolution(s) approving the Subscription Agreement and the Subscription contemplated thereunder, and the allotment and issue of the Subscription Shares under the Specific Mandate.

Save for the abovementioned and to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no other Shareholder has any material interest in the Subscription Agreement and the Subscription contemplated thereunder, and the allotment and issue of the Subscription Shares under the Specific Mandate, and no Shareholder will be required to abstain from voting on the resolution approving the Subscription Agreement and the Subscription contemplated thereunder, and the allotment and issue of the Subscription Shares under the Specific Mandate at the SGM.

After the conclusion of the SGM, the poll vote results will be published on the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and the Company's website.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, the resolution proposed at the SGM will be taken by way of poll. An announcement on the poll results will be made by the Company after the SGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

FORM OF PROXY

A form of proxy for use at the SGM is enclosed with this circular. Whether or not Shareholders are able to attend the SGM in person, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the SGM if they so wish and, in such event, the form of proxy shall be deemed to be revoked.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the list of shareholders who are entitled to attend and vote at the SGM, the register of members of the Company will be closed from Tuesday, 26 August 2025 to Friday, 29 August 2025. No transfer of shares of the Company will be registered during these days. In order to qualify to attend and vote at the SGM, all instruments of transfer together with the relevant share certificate(s) must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Monday, 25 August 2025.

STATEMENT OF RESPONSIBILITY

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.

RECOMMENDATION

The Directors consider that the terms of the Subscription Agreement and the Subscription contemplated thereunder (including the grant of the Specific Mandate) are on normal commercial terms, fair and reasonable and in the interests of the Company and its shareholders as a whole so far as the Independent Shareholders are concerned, and recommends the Independent Shareholders to vote in favour of the relevant resolution to be proposed at the SGM.

WARNING

The Subscription is subject to the satisfaction of the conditions precedent to the Subscription Agreement and may or may not proceed to Completion. Shareholders and investors are advised to exercise caution when dealing in the securities of the Company.

Yours faithfully
By order of the Board
Ev Dynamics (Holdings) Limited
Cheung Ngan
Chairman

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 a special general meeting (the "**SGM**") of shareholders of Ev Dynamics (Holdings) Limited (the "**Company**") will be held at 2102, World-Wide House, No. 19 Des Voeux Road Central, Central, Hong Kong on Friday, 29 August 2025 at 3:00 p.m., to consider and, if thought fit, to pass with or without amendments, the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

"**THAT**:

(a) the subscription agreement entered into between Total Honest Investment Limited (as subscriber) and the Company (as issuer) on 18 July 2025 (the "**Subscription Agreement**") in relation to the subscription of an aggregate of 60,000,000 new shares of the Company (the "**Subscription Shares**") at the subscription price of HK$0.45 per Subscription Share, copies of which have been produced to the SGM and initialed by the chairman of the SGM for the purpose of identification, and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;

(b) subject to and in accordance with the terms and conditions precedent set out in the Subscription Agreement, the directors of the Company be and are hereby granted a specific mandate (the "**Specific Mandate**") to issue and allot the Subscription Shares; and

(c) any one of the Directors be and is hereby authorised to do all such acts and things and sign, execute and deliver all documents (including affixing the common seal of the Company if appropriate) he or she considers necessary, desirable or expedient to give effect to the Subscription Agreement and the transactions contemplated thereunder."

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

Hong Kong, 11 August 2025

Notes:

1. A member of the Company entitled to attend and vote at the SGM is entitled to appoint another person as his proxy to attend and to vote on his behalf. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend in his stead.

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

3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon must be deposited with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable but in any event not later than 48 hours before the time appointed for holding of the SGM or any adjournment thereof. Together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority.

4. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish, and in such event, the instrument appointing the proxy shall be deemed to be revoked.

5. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the SGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

6. The record date for determining the entitlement of the holders of shares to attend and vote at the meeting will be Friday, 29 August 2025. In order to be qualified to attend and vote at the SGM, all transfer of shares accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Monday, 25 August 2025. The register of members of the Company will be closed from Tuesday, 26 August 2025 to Friday, 29 August 2025 (both days inclusive), during which period no transfer of shares will be effected.

7. The voting at the SGM shall be taken by way of poll.