

---

## 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 your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

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

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



**中國動力**  
China Dynamics

**CHINA DYNAMICS (HOLDINGS) LIMITED**

**中國動力（控股）有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 476)**

### **PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF SPECIAL GENERAL MEETING**

---

Capitalised terms used in this cover page shall have the same meanings as those defined in this circular unless otherwise stated.

A letter from the Board is set out on pages 3 to 6 of this circular.

A notice convening the SGM to be held at Boardroom 6, M/F, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Friday, 28 May 2021 at 3:00 p.m. is set out on pages 7 to 9 of this circular. A form of proxy for use at the SGM is enclosed. 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 Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, 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.

6 May 2021

---

## CONTENTS

---

	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>PRECAUTIONARY MEASURES FOR THE SGM.</b> .....	2
<b>LETTER FROM THE BOARD</b> .....	3
<b>NOTICE OF SGM.</b> .....	7

---

## DEFINITIONS

---

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

“Board”	the board of Directors
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Company”	China Dynamics (Holdings) Limited, a company incorporated in Bermuda with limited liability, the issued Shares of which are listed on the main board of the Stock Exchange (stock code: 476)
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Proposed Change of Company Name”	the proposed change of the name of the Company from “China Dynamics (Holdings) Limited” to “Ev Dynamics (Holdings) Limited” and change of the secondary name of the Company in Chinese from “中國動力(控股)有限公司” to “科軒動力(控股)有限公司”
“SGM”	the special general meeting of the Company to be convened and held at Boardroom 6, M/F, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Friday, 28 May 2021 at 3:00 p.m. for the purpose of considering and, if thought fit, approving the Proposed Change of Company Name
“Share(s)”	share(s) of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

---

## **PRECAUTIONARY MEASURES FOR THE SGM**

---

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;
- (iii) no refreshments will be served, no souvenir, handing out of corporate gifts or gift coupons will be distributed;
- (iv) 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-serve basis; and
- (v) no entry will be allowed to any person who is subject to mandatory quarantine order imposed by the Hong Kong Government and any person who does not comply with the precautionary measures may be denied entry into the meeting venue.

**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, as follows:

Tricor Tengis Limited  
Level 54, Hopewell Centre  
183 Queen's Road East  
Hong Kong  
Tel: (852) 2980 1333

---

**LETTER FROM THE BOARD**

---



**中國動力**  
China Dynamics

**CHINA DYNAMICS (HOLDINGS) LIMITED**

**中國動力（控股）有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 476)**

*Executive Directors:*

Mr. Cheung Ngan (*Chairman*)  
Ms. Chan Hoi Ying  
Mr. Miguel Valdecabres Polop

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Independent Non-executive Directors:*

Mr. Chan Francis Ping Kuen  
Mr. Hu Guang  
Dato' Tan Yee Boon

*Head Office and Principal Place  
of Business:*

46th Floor  
China Online Centre  
333 Lockhart Road  
Wanchai  
Hong Kong

6 May 2021

*To Shareholders, and for information only, the optionholders and  
holders of convertible notes of the Company*

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

**INTRODUCTION**

Reference is made to the announcement of the Company dated 30 April 2021 in relation to the Proposed Change of Company Name.

---

## **LETTER FROM THE BOARD**

---

The purpose of this circular is to provide you with, among other things, (i) details of the Proposed Change of Company Name; and (ii) a notice of the SGM.

### **PROPOSED CHANGE OF COMPANY NAME**

The Board proposes to change the name of the Company from “China Dynamics (Holdings) Limited” to “Ev Dynamics (Holdings) Limited” and to change the secondary name of the Company in Chinese from “中國動力(控股)有限公司” to “科軒動力(控股)有限公司”.

### **CONDITIONS FOR THE PROPOSED CHANGE OF COMPANY NAME**

The Proposed Change of Company Name is subject to the following conditions having been satisfied:

- (a) the passing of a special resolution by the Shareholders at the SGM to approve the Proposed Change of Company Name; and
- (b) the Registrar of Companies in Bermuda having approved the Proposed Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date of the entry of the new name of the Company on the register maintained by the Registrar of Companies in Bermuda in place of the existing name. Upon the Proposed Change of Company Name becomes effective and the receipt of the certificate of incorporation on change of name and the certificate of secondary name issued by the Registrar of Companies in Bermuda, the Company will carry out all necessary registration and filing procedures with the Companies Registry in Hong Kong pursuant to Part 16 of the Companies Ordinance.

### **REASONS FOR THE PROPOSED CHANGE OF COMPANY NAME**

The Board considers that the Proposed Change of Company Name will better reflect the current status of the Group’s business development and its direction of future development. The Group is to globalise its electric vehicles to world markets, including and not limited to Mainland China, Hong Kong, Asia Pacific and South America. Through the dynamic environment of pure electric vehicle development, it is also the Group’s aim to become an environmentally friendly enterprise. The Board believes that the new name can provide the Company with a more appropriate corporate image and identity which will benefit the Group’s business development and therefore considers that the Proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole.

---

## **LETTER FROM THE BOARD**

---

### **EFFECT OF THE PROPOSED CHANGE OF COMPANY NAME**

The Proposed Change of Company Name will not affect any rights of the Shareholders or the Company's daily business operation and its financial position. All the existing share certificates in issue bearing the existing name of the Company will, after the Proposed Change of Company Name becomes effective, continue to be evidence of title to the Shares and the existing share certificates will continue to be valid for trading, settlement, registration, and delivery purposes. Accordingly, there will not be any arrangement for exchange of the existing share certificates for new share certificates bearing the new name of the Company. Once the Proposed Change of Company Name becomes effective, new share certificates will be issued only in the new name of the Company.

In addition, subject to the confirmation by the Stock Exchange, the English and Chinese stock short names for trading of the Shares on the Stock Exchange will also be changed after the Proposed Change of Company Name becomes effective.

The Company will make further announcement(s) to inform the Shareholders of, among other things, the effective date of the Proposed Change of Company Name and the new English and Chinese stock short names of the Company as and when appropriate.

### **SGM**

The SGM will be convened and held at Boardroom 6, M/F, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Friday, 28 May 2021 at 3:00 p.m., for the Shareholders to consider and, if thought fit, approve the Proposed Change of Company Name.

A notice convening the SGM is set out on pages 7 to 9 of this circular. A form of proxy for use at the SGM is enclosed with this circular. Whether or not you are able to attend the SGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and deliver it to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time for holding the SGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the SGM and/or at any adjournment thereof should you so wish.

No shareholder will be required to abstain from voting on resolution to be proposed at the SGM.

---

## LETTER FROM THE BOARD

---

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll. Accordingly, the voting of the resolution as set out in the notice of SGM shall be taken by way of poll at the SGM. The results of the vote will be published on the websites of the Company and the Stock Exchange after the SGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### RECOMMENDATION

The Board considers that the Proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the special resolution set out in the notice of the SGM contained in this circular.

### RESPONSIBILITY STATEMENT

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.

### MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text in case of inconsistency.

Yours faithfully,  
For and on behalf of the Board  
**China Dynamics (Holdings) Limited**  
**Cheung Ngan**  
*Chairman*



---

## NOTICE OF SGM

---



**中國動力**  
China Dynamics

### **CHINA DYNAMICS (HOLDINGS) LIMITED**

**中國動力（控股）有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 476)**

**NOTICE IS HEREBY GIVEN THAT** a special general meeting (the “SGM”) of China Dynamics (Holdings) Limited (the “Company”) will be held at Boardroom 6, M/F, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Friday, 28 May 2021 at 3:00 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution of the Company:

#### **SPECIAL RESOLUTION**

**“THAT**

- (a) subject to and conditional upon the approval of the Registrar of Companies in Bermuda being obtained, the name of the Company be changed from “China Dynamics (Holdings) Limited” to “Ev Dynamics (Holdings) Limited” and the secondary name of the Company in Chinese be changed from “中國動力（控股）有限公司” to “科軒動力（控股）有限公司” with effect from the date of the entry of the new name of the Company on the register maintained by the Registrar of Companies in Bermuda in place of the existing name of the Company (the “Proposed Change of Company Name”); and
- (b) any one of the directors of the Company be and is hereby authorised to do all such acts and things and execute all such documents and instruments for and on behalf of the Company and make such arrangements as he may in his absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Proposed Change of Company Name.”

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

Hong Kong, 6 May 2021

---

## NOTICE OF SGM

---

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head Office and Principal Place  
of Business:*

46th Floor  
China Online Centre  
333 Lockhart Road  
Wanchai  
Hong Kong

*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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours prior to the meeting.
- (iii) The register of Shareholders of the Company will be closed from Monday, 24 May 2021 to Friday, 28 May 2021, 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. (Hong Kong time) on Friday, 21 May 2021.
- (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;
  - (iii) no refreshments will be served, no souvenir, handing out of corporate gifts or gift coupons will be distributed;
  - (iv) 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-serve basis; and
  - (v) no entry will be allowed to any person who is subject to mandatory quarantine order imposed by the Hong Kong Government and any person who does not comply with the precautionary measures may be denied entry into the meeting venue.

---

## NOTICE OF 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, as follows:

Tricor Tengis Limited  
Level 54, Hopewell Centre  
183 Queen's Road East  
Hong Kong  
Tel: (852) 2980 1333

- (v) As at the date hereof, the Board comprises three executive Directors, namely Mr. Cheung Ngan, Ms. Chan Hoi Ying and Mr. Miguel Valdecabres Polop, and three independent non-executive Directors, namely Mr. Chan Francis Ping Kuen, Mr. Hu Guang and Dato' Tan Yee Boon.