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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 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.

As at the date hereof, the Board comprises three executive directors, namely Mr. Cheung Ngan, Ms. Chan Hoi Ying and Mr. Sun Jingchun, and three independent non-executive directors, namely Mr. Chan Francis Ping Kuen, Mr. Lee Kwok Leung and Dato' Tan Yee Boon.