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IRICO

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 THE 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 Thursday, 19 December 2024 at the conference room on the 2nd Floor at C6, No. 3 Xinghuo Avenue, High-Tech Industrial Development Zone, Xianyang, Shaanxi Province, the People's Republic of China (the “**PRC**”) for the purposes of considering and, if thought fit, passing the following resolutions. Unless otherwise indicated, capitalised terms used in this notice and the following resolutions shall have the same meanings as those defined in the circular of the Company dated 29 November 2024 (the “**Circular**”):

ORDINARY RESOLUTIONS

1. “THAT:

- (a) the entering into of the IRICO Group Master Purchase Agreement dated 23 October 2024 between the Company and IRICO Group, a copy of which has been produced to the EGM marked “A” and signed by the chairman of the EGM for identification purpose, and the continuing connected transactions contemplated thereunder (including the corresponding proposed annual caps), details of which are described in the Circular, be and are hereby generally and unconditionally approved, ratified and confirmed; and
- (b) any one Director of the Company be and hereby authorised to do all such acts and things and to sign all documents and to take any steps which in their absolute discretion considered to be necessary, desirable or expedient for the purpose of implementing and/or giving effect to the transactions contemplated under the IRICO Group Master Purchase Agreement.”

2. **“THAT:**

- (a) the entering into of the Zhongdian IRICO Master Purchase Agreement dated 23 October 2024 between the Company and Zhongdian IRICO, a copy of which has been produced to the EGM marked “B” and signed by the chairman of the EGM for identification purpose, and the continuing connected transactions contemplated thereunder (including the corresponding proposed annual caps), details of which are described in the Circular, be and are hereby generally and unconditionally approved, ratified and confirmed; and
- (b) any one Director of the Company be and hereby authorised to do all such acts and things and to sign all documents and to take any steps which in their absolute discretion considered to be necessary, desirable or expedient for the purpose of implementing and/or giving effect to the transactions contemplated under the Zhongdian IRICO Master Purchase Agreement.”

3. **“THAT:**

- (a) the entering into of the continuing connected transactions contemplated under the Comprehensive Financial Cooperation Agreement (a copy of which has been produced to the EGM marked “C” and signed by the chairman of the EGM for identification purpose) dated 23 October 2024 between the Company and CEC Finance in relation to the fund settlement services provided by CEC Finance to the Group (including the corresponding proposed annual caps), details of which are described in the Circular, be and are hereby generally and unconditionally approved, ratified and confirmed; and
- (b) any one Director of the Company be and hereby authorised to do all such acts and things and to sign all documents and to take any steps which in their absolute discretion considered to be necessary, desirable or expedient for the purpose of implementing and/or giving effect to the transactions contemplated under the Comprehensive Financial Cooperation Agreement in relation to the fund settlement services provided by CEC Finance to the Group.”

By order of the Board
IRICO Group New Energy Company Limited*
Yang Hua
Chairlady

Shaanxi Province, the PRC
29 November 2024

As at the date of this notice, the Board consists of Ms. Yang Hua and Mr. Ma Zhibin as executive directors, Mr. Fang Zhongxi and Mr. Wang Dong as non-executive directors, and Mr. Su Kun, Mr. Li Yong and Ms. Hao Meiping as independent non-executive directors.

Notes:

- 1 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 Monday, 16 December 2024 to Thursday, 19 December 2024, 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 Friday, 13 December 2024.
- 2 Holders of H shares whose names appear on the Company's register of the members of H shares at the close of business on Monday, 16 December 2024 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 of the Company. A proxy needs not be a shareholder of the Company.
- 3 The appointment of the proxy by completing the enclosed "PROXY FORM FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 19 DECEMBER 2024" (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 Wednesday, 18 December 2024) 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 C6, No. 3 Xinghuo Avenue, High-Tech Industrial Development Zone, Xianyang, Shaanxi Province, the PRC within the same period.
- 4 Shareholder or proxy attending the EGM should produce his/her identity certificate.
- 5 Voting at the EGM will be taken by poll.
- 6 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.

* *For identification purposes only*