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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 CLASS MEETING OF THE HOLDERS OF DOMESTIC SHARES**

**NOTICE IS HEREBY GIVEN** that a class meeting of the holders of Domestic Shares (the “**Domestic Shareholders’ Class Meeting**”) of IRICO Group New Energy Company Limited\* (the “**Company**”) will be held at 10:30 a.m. (or immediately after conclusion of the H Shareholders’ Class Meeting or any adjournment thereof) on Wednesday, 15 December 2021 at the conference room of the Company at No. 1 Caihong Road, Xianyang, Shaanxi Province, the PRC for the purpose of considering and, if thought fit, passing the following resolution. Unless otherwise indicated, capitalised terms used in this notice and the following resolution shall have the same meanings as those defined in the circular of the Company dated 19 November 2021 (the “**Circular**”):

### **SPECIAL RESOLUTIONS**

1. To consider and approve the proposal on the plan of Proposed A Share Offering:
  - 1.1 Type of Shares to be issued;
  - 1.2 Nominal value of Shares to be issued;
  - 1.3 Pricing methodology;
  - 1.4 Method of offering;
  - 1.5 Offering size;
  - 1.6 Target subscribers;

- 1.7 Use of proceeds;
  - 1.8 Method of underwriting;
  - 1.9 Place of listing;
  - 1.10 Time of offering;
  - 1.11 Conversion into a joint stock company with domestic and overseas offering and listing of Shares; and
  - 1.12 Validity period of the resolution.
- 2. To consider and approve the proposal on the grant of authorization to the Board and its authorized persons to deal with matters related to the Proposed A Share Offering and Listing at their full discretion;
  - 3. To consider and approve the proposal on the investment projects to be funded by the proceeds from the Proposed A Share Offering and the feasibility analysis report;
  - 4. To consider and approve the proposal on the accumulated profit distribution and the plan for undertaking unrecovered losses prior to the Proposed A Share Offering and Listing;
  - 5. To consider and approve the proposal on the dividend distribution plan and the share repurchase policy for the coming three years after the Proposed A Share Offering and Listing;
  - 6. To consider and approve the proposal on the price stabilisation plan of A Shares for the coming three years after the Proposed A Share Offering and Listing;
  - 7. To consider and approve the proposal on the relevant undertakings and corresponding restrictive measures in respect of the Proposed A Share Offering and Listing;
  - 8. To consider and approve the proposal on the dilution of current returns due to the Proposed A Share Offering and the remedial measures.

By order of the Board  
**IRICO Group New Energy Company Limited\***  
**Si Yuncong**  
*Chairman*

Shaanxi Province, the PRC  
19 November 2021

*As at the date of this notice, the Board consists of Mr. Si Yuncong and Mr. Tong Xiaofei as executive Directors, Mr. Fan Laiying and Mr. Ni Huadong as non-executive Directors, and Mr. Feng Bing, Mr. Wang Jialu and Mr. Wang Zhicheng as independent non-executive Directors.*

*Notes:*

1. The register of the holders of Domestic Shares will be closed from Friday, 10 December 2021 to Wednesday, 15 December 2021 (both days inclusive), during which no transfer of Domestic Shares will be effected. Holders of Domestic Shares intending to attend the Domestic Shareholders' Class Meeting are required to lodge their respective instrument(s) of transfer and the relevant share certificate(s) to the Company's registered office at No. 1 Caihong Road, Xianyang, Shaanxi Province, the PRC by 4:30 p.m. on Thursday, 9 December 2021.
2. Holders of Domestic Shares whose names appear on the Company's register of the holders of Domestic Shares at the close of business on Thursday, 9 December 2021 are eligible to attend the Domestic Shareholders' Class Meeting after completing the registration procedures for attending the Domestic Shareholders' Class Meeting, and are entitled to appoint one or more proxies, to attend and vote on his behalf at the Domestic Shareholders' Class Meeting according to the Articles of Association. A proxy needs not be a Shareholder.
3. The appointment of the proxy by completing the enclosed "Proxy Form for the Class Meeting of the Holders of Domestic Shares to be held on 15 December 2021" (the "**Proxy Form**") must be in writing by hand of the appointer or his attorney duly authorized in writing. If the Proxy Form is signed by the attorney or any other person authorized 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 authorized person. In order to be valid, the notarized power of attorney or other authority together with the Proxy Form must be delivered to the Company's registered office at No. 1 Caihong Road, Xianyang, Shaanxi Province, the PRC, no less than 24 hours before the time appointed for holding the Domestic Shareholders' Class Meeting (i.e. no later than 10:30 a.m. on Tuesday, 14 December 2021) or any adjournment thereof.
4. A Shareholder or proxy attending the Domestic Shareholders' Class Meeting should produce his/her identity certificate.
5. Voting at the Domestic Shareholders' Class Meeting will be taken by poll.
6. The Domestic Shareholders' Class Meeting (together with the relevant EGM and the H Shareholders' Class Meeting) is expected to last for half a day. Shareholders (in person or by proxy) attending the Domestic Shareholders' Class Meeting are responsible for their own transportation and accommodation expenses.

*\* For identification purpose only*