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

If you have sold or transferred all your shares in Tsaker New Energy Tech Co., Limited, you should at once hand this circular with the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, the licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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Tsaker New Energy Tech Co., Limited

彩客新能源科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1986)

**PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES;
PROPOSED RE-ELECTION OF DIRECTORS;
PROPOSED ADOPTION OF THE THIRD AMENDED AND
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION;
AND
NOTICE OF AGM**

A notice convening the Annual General Meeting of the Company to be held at Building No. 10, 109 Jinghaisanlu, Beijing Economic-Technological Development Area, the PRC at 11:00 a.m. on Wednesday, 10 May 2023 is set out on pages 36 to 41 of this circular. Whether or not you are able to attend the meeting in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit it with Tricor Investor Services Limited, the branch share registrar of the Company in Hong Kong, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding the meeting (no later than 11:00 a.m. on Monday, 8 May 2023 (Hong Kong time)) or any adjournment thereof (as the case may be).

Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

18 April 2023

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Appendix I – Explanatory statement	9
Appendix II – Particulars of Directors subject to re-election	13
Appendix III – Proposed amendments to the Articles of Association	17
Notice of AGM	36

DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be convened and held at Building No. 10, 109 Jinghaisanlu, Beijing Economic-Technological Development Area, the PRC at 11:00 a.m. on Wednesday, 10 May 2023, the notice of which is set out on pages 36 to 41 of this circular, and any adjournment thereof
“Articles of Association”	the second amended and restated memorandum and articles of association of the Company, which is the existing memorandum and articles of association of the Company
“Board”	the board of Directors
“Companies Act”	the Companies Act (Revised) of the Cayman Islands, as amended, consolidated or otherwise modified from time to time
“Company”	Tsaker New Energy Tech Co., Limited, an exempted company incorporated in the Cayman Islands and the Shares of which are listed on the Stock Exchange
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate to the Directors to extend the Issue Mandate by an amount representing the aggregate amount of Shares repurchased under the Repurchase Mandate
“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
“Issue Mandate”	a general and unconditional mandate to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares of up to a maximum of 20% of the aggregate number of issued Shares as at the date of passing of the relevant resolution

DEFINITIONS

“Latest Practicable Date”	6 April 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Articles of Association”	the third amended and restated memorandum and articles of association of the Company proposed to be adopted by the Shareholders at the AGM
“PRC”	the People’s Republic of China, which for the purposes of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Proposed Amendments”	the proposed amendments to the Articles of Association as set out in Appendix III to this circular
“Repurchase Mandate”	a general and unconditional mandate to the Directors to enable them to repurchase Shares, the aggregate nominal amount of which shall not exceed 10% of the aggregate number of the issued Shares as at the date of passing of the relevant resolution
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of par value US\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-Backs issued by the Securities and Futures Commission in Hong Kong
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent.

LETTER FROM THE BOARD



Tsaker New Energy Tech Co., Limited

彩客新能源科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1986)

Executive Directors:

Mr. Ge Yi (*Chairman and chief executive officer*)

Mr. Bai Kun

Ms. Zhang Nan

Non-executive Directors:

Mr. Fontaine Alain Vincent

Mr. Pan Deyuan

Independent non-executive Directors:

Mr. Ho Kenneth Kai Chung

Mr. Zhu Lin

Mr. Yu Miao

Registered office:

P.O. Box 472

2nd Floor, Harbour Place

103 South Church Street, George Town

Grand Cayman KY1-1106

Cayman Islands

Head office in the PRC:

Building No. 10

109 Jinghaisanlu

Beijing Economic-Technological

Development Area

the PRC

18 April 2023

To the Shareholders

Dear Sirs

**PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES;
PROPOSED RE-ELECTION OF DIRECTORS;
PROPOSED ADOPTION OF THE THIRD AMENDED AND
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION;
AND
NOTICE OF AGM**

INTRODUCTION

The primary purpose of this circular is to provide you with information regarding the resolutions to be proposed at the Annual General Meeting and to give you notice of the Annual General Meeting. Resolutions to be proposed at the Annual General Meeting include resolutions relating to the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, the re-election of Directors, the declaration of final dividend, the Proposed Amendments and proposed adoption of the New Articles of Association.

LETTER FROM THE BOARD

ISSUE MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed to give the Directors the Issue Mandate. As at the Latest Practicable Date, a total of 1,015,261,500 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed under the Issue Mandate to issue a maximum of 203,052,300 Shares.

REPURCHASE MANDATE AND EXTENSION MANDATE

At the Annual General Meeting, an ordinary resolution will also be proposed to give the Directors the Repurchase Mandate.

In addition, an ordinary resolution regarding the Extension Mandate will be proposed at the Annual General Meeting providing that any Shares repurchased under the Repurchase Mandate (up to a maximum of 10% of the issued Shares as at the date of the grant of the Repurchase Mandate) will be added to the total number of Shares which may be allotted and issued under the Issue Mandate.

The Issue Mandate and the Repurchase Mandate would expire at the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the end of the period within which the Company is required by the Companies Act or the Articles of Association to hold its next annual general meeting; and
- (c) when revoked or varied by ordinary resolution(s) of the Shareholders in general meeting prior to the next annual general meeting of the Company.

Under the Listing Rules, the Company is required to give Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote in favour of or against the resolution in respect of the Repurchase Mandate at the Annual General Meeting. An explanatory statement for such purpose is set out in Appendix I to this circular.

RE-ELECTION OF DIRECTORS

In accordance with Article 16.19 of the Articles of Association, each of Mr. Bai Kun, Ms. Zhang Nan and Mr. Zhu Lin will retire as the Director by rotation at the Annual General Meeting and, being eligible, will offer himself/herself for re-election as the Director by the Shareholders at the Annual General Meeting.

LETTER FROM THE BOARD

In accordance with Article 16.2 of the Articles of Association, Mr. Pan Deyuan shall hold office only until the Annual General Meeting and be eligible, to offer himself for re-election as the Director by the Shareholders at the Annual General Meeting.

For the information of the Shareholders, the Board selects the independent non-executive Directors based on their qualification and experience and hence their ability to contribute to the affairs of the Group, and of overriding importance is their possession of a mindset that is independent and constructively challenges management's views. Although some independent non-executive Directors do not necessarily have a background related to the principal business of the Group, their professional background and experience in economics, finance, law or accounting have enabled them to contribute to the management of the risks involved as well as to the diversity of the skills, experiences and perspectives of the Board given their different educational backgrounds and diverse work experience.

The nomination committee of the Company has (i) reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills, experience, professional knowledge, time commitments and contribution of the retiring Directors with reference to the nomination principles, (ii) considered the diverse aspects (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of services) set out in the Company's board diversity policy, and (iii) the independence of all independent non-executive Directors.

The Board is of the view that Mr. Bai Kun and Ms. Zhang Nan possess rich experience in the industry in which the Company is operating in and are able to provide valuable professional advice to the Company. In addition, Mr. Zhu Lin possesses profound accounting knowledge, and Mr. Pan Deyuan is experienced in investment management, computer science and technology, and can provide advice on the Group's strategic planning and investment and financing strategy matters. They represent qualification and industry backgrounds which are different from those of other Directors and the Board believes that they will bring professionalism and diverse perspectives to the Board, thus contributing to better corporate governance of the Company.

The re-election of Mr. Zhu Lin as the independent non-executive Director at the Annual General Meeting has been considered and approved by the Board.

Mr. Zhu Lin is not involved in the daily management of the Company nor has any relationships with any Directors, senior management, substantial Shareholders or controlling Shareholders which would interfere with the exercise of his independent judgment. In addition, Mr. Zhu Lin has made a confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The nomination committee of the Company and the Board are of the view that after taking into account of the above factors, Mr. Zhu Lin meet the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the provisions of the guidelines.

Brief particulars of each of the abovementioned Directors are set out in Appendix II to this circular.

LETTER FROM THE BOARD

DECLARATION OF FINAL DIVIDEND

As set out in the annual results announcement of the Company for the year ended 31 December 2022 dated 24 March 2023, the Board recommended the payment of a final dividend of RMB0.059 per Share for the year ended 31 December 2022. The proposed payment of final dividend is subject to the approval of the Shareholders at the Annual General Meeting. If the resolution for the proposed payment of final dividend is passed at the Annual General Meeting, the final dividend will be payable on 30 June 2023 to the Shareholders whose names appear on the register of members of the Company on 18 May 2023.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND PROPOSED ADOPTION OF THE NEW ARTICLES OF ASSOCIATION

As disclosed in the announcement of the Company dated 24 March 2023, the Board proposes to (i) amend the Articles of Association to reflect the increase in the authorised share capital of the Company from US\$10,000,000 divided into 1,000,000,000 Shares of par value US\$0.01 each to US\$20,000,000 divided into 2,000,000,000 Shares of par value US\$0.01 each by the creation of an additional 1,000,000,000 Shares on 16 June 2017, which was approved by the Shareholders in the Company's annual general meeting on 16 June 2017, and make certain minor housekeeping amendments to the Articles of Association; and (ii) adopt a third amended and restated memorandum and articles of association of the Company (i.e., the New Articles of Association) incorporating the Proposed Amendments. For details of the increase in the Company's authorised share capital, please refer to the circular of the Company dated 26 April 2017 and the poll results announcement of the Company dated 16 June 2017.

Other minor housekeeping amendments to the Articles of Association include (i) refining the definition of the Companies Act (Revised) of the Cayman Islands and the registers of the Company, (ii) specifying that all transfers and other documents of title shall be lodged for registration, and registered, in the case of any shares on a branch register, at the place at which the branch register is kept, and, in the case of any shares on the register, at the registered office or such other place at which the register is kept in accordance with the Companies Act (Revised) of the Cayman Islands, and (iii) specifying the financial year end of the Company as 31 December (unless otherwise prescribed by the Board).

A special resolution will be proposed at the AGM to approve the Proposed Amendments and the proposed adoption of the New Articles of Association which incorporates all the Proposed Amendments, details of which are set out in Appendix III to this circular. The Proposed Amendments and the proposed adoption of the New Articles of Association will become effective upon the passing of such special resolution. The full text of the Proposed Amendments was prepared in the English language. The Chinese translation of the Proposed Amendments set out in the Chinese version of this circular is for reference only. In case there is any discrepancy or inconsistency between the English and Chinese versions, the English version shall prevail.

Save for the Proposed Amendments as set out in this circular, all other provisions of the Articles of Association remain unchanged.

LETTER FROM THE BOARD

The legal advisers to the Company as to Hong Kong laws have confirmed that the Proposed Amendments comply with the requirements of the Listing Rules and the legal advisers to the Company as to Cayman Islands laws have confirmed that the Proposed Amendments do not violate the applicable laws of the Cayman Islands. The Company confirms that there is nothing unusual about the Proposed Amendments.

ANNUAL GENERAL MEETING

At the Annual General Meeting, ordinary resolutions will be proposed to approve, among other matters, the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, the re-election of Directors and the declaration of final dividend; and a special resolution will be proposed to approve the Proposed Amendments and the proposed adoption of the New Articles of Association. Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

A notice of the Annual General Meeting is set out on pages 36 to 41 of this circular.

Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and, in any event not later than 48 hours before the time for the Annual General Meeting (no later than 11:00 a.m. on Monday, 8 May 2023 (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accepts full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. 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 in this circular or this circular misleading.

RECOMMENDATION

The Directors believe that the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, the re-election of Directors, the declaration of final dividend, the Proposed Amendments and proposed adoption of the New Articles of Association are beneficial to and in the best interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

The Directors believe that an exercise of the Issue Mandate will enable the Company to take advantage of market conditions to raise additional capital for the Company.

The Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be exercised when the Directors believe that repurchases of Shares will benefit the Company and the Shareholders.

Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions approving the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, the re-election of Directors, the declaration of final dividend, the Proposed Amendments and proposed adoption of the New Articles of Association at the Annual General Meeting.

CLOSURE OF THE REGISTER OF MEMBERS

The register of members of the Company will be closed from 5 May 2023 to 10 May 2023, both days inclusive, in order to determine the identity of the Shareholders who are entitled to attend the AGM, during which period no share transfers will be registered. To be eligible to attend the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration 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, not later than 4:30 p.m. on 4 May 2023.

The register of members of the Company will also be closed from 16 May 2023 to 18 May 2023, both days inclusive, in order to determine the entitlement of the Shareholders to receive the final dividend, during which period no share transfers will be registered. To be eligible to receive the final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration 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, not later than 4:30 p.m. on 15 May 2023.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular and the notice of the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board of
Tsaker New Energy Tech Co., Limited
Ge Yi
Chairman

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to enable you to make an informed decision whether to vote in favour of or against the resolution to approve the grant of the Repurchase Mandate to the Directors.

LISTING RULES RELATING TO THE REPURCHASE OF SECURITIES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions, the most important of which is summarised below.

- (a) The shares proposed to be purchased by the company are fully paid-up;
- (b) The company has previously sent to its shareholders an explanatory statement complying with the provisions of Rule 10.06(1)(b) of the Listing Rules; and
- (c) The shareholders of the company have given a specific approval or a general mandate to the directors of the company to make the purchase(s), by way of an ordinary resolution which complies with the provisions of Rule 10.06(1)(c) of the Listing Rules and which has been passed at a general meeting of the company duly convened and held.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,015,261,500 Shares.

Subject to the passing of the proposed resolution for the grant of the Repurchase Mandate and on the basis that no Shares are allotted and issued or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 101,526,150 Shares.

REASONS FOR THE REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. An exercise of the power of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. Such an exercise will only be made if the Directors believe that a repurchase of Shares will benefit the Company and the Shareholders.

FUNDING OF REPURCHASE

Repurchase made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Company's memorandum of association, the Articles of Association, the Companies Act and other applicable laws of the Cayman Islands. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Under the Companies Act, repurchases by the Company may only be made out of profits of the Company, or out of the share premium account or out of the proceeds of a fresh issue of Shares made for the purpose or, if so authorized by the Articles of Association and subject to the provisions of the Companies Act, out of capital.

IMPACT OF REPURCHASE

Taking into account the current working capital position of the Group, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Group as compared with that as at 31 December 2022, being the date of its latest published audited consolidated accounts. However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements and/or the gearing position of the Group which in the opinion of the Directors are from time to time appropriate for the Group.

SHARE PRICES

The highest and lowest prices per Share at which the Shares have traded on the Stock Exchange during each of the 12 calendar months immediately precedent the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2022		
April	1.46	1.30
May	1.45	1.25
June	1.88	1.30
July	2.42	1.50
August	1.60	1.32
September	1.42	1.16
October	1.28	0.99
November	1.40	1.05
December	1.40	1.25

	Price per Share	
	Highest	Lowest
	HK\$	HK\$
2023		
January	1.55	1.28
February	1.63	1.35
March	1.56	1.30
April ^(Note)	1.39	1.34

Note: up to the Latest Practicable Date

DISCLOSURE OF INTERESTS AND UNDERTAKING OF THE DIRECTORS

After all reasonable enquiries are made, none of the Directors nor any of their close associates (as defined in the Listing Rules), to the best of their knowledge, have any present intention to sell to the Company or its subsidiaries any of the Shares if the grant of the Repurchase Mandate is approved at the Annual General Meeting and exercised.

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make repurchases pursuant to the proposed resolution regarding the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the regulations set out in the memorandum of association of the Company and the Articles of Association.

EFFECTS OF TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase securities pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

The Directors are not aware of any consequences which would give rise to an obligation for it to make a mandatory offer under Rule 26 of the Takeovers Code. As at the Latest Practicable Date, none of the Shareholders or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage required under the Listing Rules.

As at the Latest Practicable Date, no core connected person of the Company has notified the Company that he/she/it had a present intention to sell any Shares nor had such core connected person undertaken to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is granted.

SECURITIES REPURCHASE MADE BY THE COMPANY

During the six months preceding the Latest Practicable Date (i.e., since October 2022), the Company had repurchased a total of 1,612,000 Shares on the Stock Exchange pursuant to the general mandate to repurchase Shares granted by the Shareholders at the annual general meeting held on 10 May 2022, details of which were as follows:

Date of Shares repurchased	Total number of Shares repurchased	Highest price paid per Share (HK\$)	Lowest price paid per Share (HK\$)	Aggregate consideration (HK\$)
03/10/2022	204,500	1.17	1.13	236,935
08/11/2022	123,000	1.23	1.20	149,310
11/11/2022	216,500	1.27	1.25	274,015
18/11/2022	88,000	1.33	1.32	116,950
25/11/2022	123,000	1.34	1.33	164,490
30/11/2022	165,000	1.32	1.31	217,680
07/12/2022	482,000	1.34	1.33	644,050
09/12/2022	210,000	1.35	1.33	281,840

All Shares repurchased by the Company during the six months preceding the Latest Practicable Date have been cancelled.

Save as disclose above, the Company has not repurchased any of the Shares (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

PARTICULARS OF DIRECTORS SUBJECT TO RE-ELECTION

The particulars of the eligible Directors subject to re-election at the Annual General Meeting are set out below:

Executive Directors

Mr. BAI Kun, aged 46, is an executive Director, the Chief Financial Officer of the Company and Joint Company Secretary, being responsible for the financial operations and management of the Group. Mr. Bai has been an executive Director since 25 August 2016. Mr. Bai joined the Group in September 2014 as the Chief Financial Officer, and was appointed as a joint company secretary on 11 December 2020. Mr. Bai is also a director of Tsaker Chemical (Hong Kong) Co., Ltd. (彩客化學(香港)有限公司) (“**Tsaker Hong Kong**”). He has been a director of Hebei Tsaker New Materials Technology Company Limited (河北彩客新材料科技股份有限公司) (“**Tsaker Technology**”) (shares of which were listed on the National Equities Exchange and Quotations (“**NEEQ**”), stock code: 873772) since November 2022, and an independent non-executive director of Archosaur Games Inc., a company listed on the Stock Exchange (stock code: 9990) since September 2021. Mr. Bai has extensive experience in accounting and financial management. His work experience includes acting as manager for the Tianjin branch of PricewaterhouseCoopers (普華永道中天會計師事務所有限公司天津分所) from September 2002 to February 2010 and the financial controller of Tianjin Walkman Biomaterial Co., Ltd. from February 2010 to August 2014. Mr. Bai obtained a bachelor’s degree in Technoeconomics in July 1999 from Tianjin University and a master’s degree in Technoeconomics and Management from Tianjin University in March 2002. Mr. Bai has been a member of the Chinese Institute of Certified Public Accountants since June 2010.

Save as disclosed above, in the three years immediately preceding the Latest Practicable Date, Mr. Bai had not held any directorship in listed public companies or other major appointments and qualifications.

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Bai does not have any interests in the securities of the Company within the meaning of Part XV of the SFO. Mr. Bai was not related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company as at the Latest Practicable Date.

Mr. Bai has entered into a service contract with the Company for a term of three years since 23 August 2022, which may be terminated in accordance with the terms of the service contract. He is subject to retirement by rotation and re-election in accordance with the Listing Rules and the Articles of Association. Mr. Bai is entitled to approximately RMB1,049,600 per annum as service fee for his appointment as an executive Director. For the year ended 31 December 2022, Mr. Bai received remuneration of approximately RMB1,149,000, inclusive of performance related bonus of approximately RMB261,000 which has been reviewed by the remuneration committee of the Board and determined by the Board with reference to his responsibilities and duties within the Company and the prevailing market conditions.

Ms. ZHANG Nan, aged 40, is an executive Director of the Company since 10 January 2019 and the investment development director of the Group since September 2022, being responsible for the strategic development planning and investment development of the Group. Ms. Zhang joined the Group in January 2013. Ms Zhang is also a director of Tsaker Hong Kong. Her work experience includes serving as the human resources manager of Beijing Touqu Technology Co., Ltd. (北京投趣科技有限公司) from August 2008 to July 2010. She was a director of human resources of Chexun Internet Co., Ltd. (車訊互聯網股份有限公司) from September 2010 to January 2013. Ms. Zhang graduated from Inner Mongolia University of Finance and Economics in July 2007, majoring in business administration.

In the three years immediately preceding the Latest Practicable Date, Ms. Zhang had not held any directorship in listed public companies or other major appointments and qualifications.

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Zhang does not have any interests in the securities of the Company within the meaning of Part XV of the SFO. Ms. Zhang was not related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company as at the Latest Practicable Date.

Ms. Zhang has entered into a service contract with the Company for a term of three years since 10 January 2022, which may be terminated in accordance with the terms of the service contract. She is subject to retirement by rotation and re-election in accordance with the Listing Rules and the Articles of Association. Ms. Zhang is entitled to approximately RMB437,000 per annum as service fee for her appointment as an executive Director. For the year ended 31 December 2022, Ms. Zhang received remuneration of approximately RMB437,000, inclusive of performance related bonus of approximately RMB33,000 which has been reviewed by the remuneration committee of the Board and determined by the Board with reference to her responsibilities and duties within the Company and the prevailing market conditions.

Non-executive Director

Mr. PAN Deyuan, aged 42, is a non-executive Director since 25 November 2022. He is responsible for providing advice on the Group's strategic planning and investment and financing strategy matters. He has over 15 years of experience in investment management, computer science and technology. Since January 2022, Mr. Pan has been a director of Sanya Xuancai Private Equity Venture Capital Fund Management Co., Ltd.* (三亞軒彩私募創業投資基金管理有限公司) ("**Sanya Xuancai**") where he engages in the decision-making process of the board of directors, as well as daily operation and management of Sanya Xuancai. Since December 2020, he has been a director of Fujian Guoguang Xinye Sci-tec Co., Ltd.* (福建國光新業科技股份有限公司) ("**Fujian Guoguang Xinye**"), a subsidiary of Fujian Guoguang Electronic Science and Technology Co., Ltd.* (福建國光電子科技有限公司) ("**Fujian Guoguang Electronic**"), where he is responsible for considering the annual operation plan of Fujian Guoguang Xinye and major issues such as investment plans. Since April 2005, he has been a director of Fujian Guoguang Electronic where he is responsible for considering the annual operation plan of Fujian Guoguang Electronic and major issues such as investment plans.

Mr. Pan graduated with major in computer science and technology from Wuhan University (武漢大學) in the People's Republic of China in July 2004.

Save as disclosed above, in the three years immediately preceding the Latest Practicable Date, Mr. Pan had not held any directorship in listed public companies or other major appointments and qualifications.

As at the Latest Applicable Date, Mr. Pan was (i) beneficially interested in 22,374,000 Shares of the Company, representing approximately 2.20% of the total issued shares of the Company; and (ii) beneficially interested in 2,521,008 shares of Tsaker Technology, a non-wholly owned subsidiary of the Company, and an associated company of the Company within the meanings of the SFO, representing approximately 3.97% of the total issued shares of Tsaker Technology. Save as disclosed herein, Mr. Pan does not have any other interest in any shares or underlying shares or debentures of the Company pursuant to Part XV of the SFO.

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Pan was not related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Pan has entered into a letter of appointment with the Company for a term of three years since 25 November 2022, which may be terminated in accordance with the terms of the letter of appointment. He is subject to retirement by rotation and re-election in accordance with the Listing Rules and the Articles of Association. Mr. Pan is entitled to a director's fee of RMB200,000 per annum with discretionary bonus for his appointment as a non-executive Director. For the period from 25 November 2022 (date of appointment as non-executive Director) to 31 December 2022, Mr. Pan received remuneration of approximately RMB16,000 which has been reviewed by the remuneration committee of the Board and determined by the Board with reference to his responsibilities and duties within the Company and the prevailing market conditions.

Independent non-executive Director

Mr. ZHU Lin (former name: ZHU Xiaolin), aged 49, is an independent non-executive Director since March 2015, being responsible for overseeing the management of the Group independently. Mr. Zhu is also a partner of Beijing Legendhouse CPAs (北京潤衡會計師事務所) and a director of Beijing Run Qin Consulting Co., Ltd. (北京潤勤諮詢有限公司). Since October 2020, Mr. Zhu has been serving as a director of Jiangsu Changshu Automotive Trim Group Co., Ltd. (江蘇常熟汽飾集團股份有限公司), formerly known as Changshu Automotive Trim Co., Ltd. (常熟市汽車飾件股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 603035). Since June 2020, Mr. Zhu has been serving as an independent non-executive director of Archosaur Games Inc. (祖龍娛樂有限公司), a company listed on the Stock Exchange (stock code: 9990). From November 2020 to August 2022, Mr. Zhu was an independent non-executive director of Sino-Ocean Service Holding Limited (遠洋服務控股有限公司), a company listed on the Stock Exchange (stock code: 6677). Mr. Zhu was a non-executive director of Beijing Chexun Internet Company Limited (北京車訊互聯網股份有

限公司), a company whose shares are quoted on the NEEQ in the PRC, from July 2016 to April 2021. Prior to joining the Group in March 2015, Mr. Zhu was a senior manager at the mergers and acquisitions department of PricewaterhouseCoopers Consulting (Shenzhen) Co., Ltd. (Beijing Branch) (普華永道諮詢(深圳)有限公司北京分公司) from October 2003 to November 2005. Mr. Zhu obtained a bachelor's degree in Overseas Financial Accounting (會計系外國財務會計專門化) from Central Institute of Finance and Banking (currently known as Central University of Finance and Economics) in the PRC in June 1995. Mr. Zhu has been a member of the Chinese Institute of Certified Public Accountants since February 2000.

Save as disclosed above, in the three years immediately preceding the Latest Practicable Date, Mr. Zhu had not held any directorship in listed public companies or other major appointments and qualifications.

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Zhu does not have any interests in the securities of the Company within the meaning of Part XV of the SFO. Mr. Zhu was not related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company as at the Latest Practicable Date.

Mr. Zhu has entered into a letter of appointment with the Company for a term of three years since 15 June 2021, which may be terminated in accordance with the terms of the letter of appointment. He is subject to retirement by rotation and re-election in accordance with the Listing Rules and the Articles of Association. Mr. Zhu is entitled to RMB200,000 per annum as director's fee for his appointment as an independent non-executive Director. For the year ended 31 December 2022, Mr. Zhu received remuneration of approximately RMB200,000.

General

Save as disclosed above, the Directors consider that there is no information to be disclosed pursuant to any requirement of Rule 13.51(2) of the Listing Rules (in particular, paragraphs (h) to (v) of that Rule) and that there are no other matters in relation to the re-election of Directors at the Annual General Meeting which need to be brought to the attention of the Shareholders.

APPENDIX III PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Company proposes to amend the Articles of Association as follows:

Existing cover	Proposed Amendments
<p>THE COMPANIES ACT (AS REVISED) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES</p> <p>SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION OF TSAKER NEW ENERGY TECH CO., LIMITED 彩客新能源科技有限公司</p> <p>(adopted by special resolution passed on 10 May 2022)</p>	<p>THE COMPANIES ACT (AS REVISED) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES</p> <p>SECOND <u>THIRD</u> AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION OF TSAKER NEW ENERGY TECH CO., LIMITED 彩客新能源科技有限公司</p> <p>(adopted by special resolution passed on 10 May 20232)</p>
<p>Existing Second Amended and Restated Memorandum of Association of the Company</p>	<p>Proposed Amendments</p>
<p>THE COMPANIES ACT (AS REVISED) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES</p> <p>SECOND AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF TSAKER NEW ENERGY TECH CO., LIMITED 彩客 新能源科技有限公司</p> <p>(adopted by special resolution passed on 10 May 2022)</p>	<p>THE COMPANIES ACT (AS REVISED) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES</p> <p>SECOND <u>THIRD</u> AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF TSAKER NEW ENERGY TECH CO., LIMITED 彩客新 能源科技有限公司</p> <p>(adopted by special resolution passed on 10 May 20232)</p>
<p>Clause 3</p> <p>The objects for which the Company is established are unrestricted and the Company shall have full power and authority to carry out any object not prohibited by any law as provided by Section 7(4) of the Companies Act (as revised).</p>	<p>Clause 3</p> <p>The objects for which the Company is established are unrestricted and the Company shall have full power and authority to carry out any object not prohibited by any law as provided by Section 7(4) of the Companies Act (as <u>revised</u>).</p>

APPENDIX III PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p align="center">Existing Second Amended and Restated Memorandum of Association of the Company</p>	<p align="center">Proposed Amendments</p>
<p>Clause 5</p> <p>The share capital of the Company is US\$10,000,000 divided into 1,000,000,000 shares of par value US\$0.01 each.</p>	<p>Clause 5</p> <p>The share capital of the Company is US\$10<u>20</u>,000,000 divided into 1,000,000,000<u>20,000,000,000</u> shares of par value US\$0.01 each.</p>
<p>Clause 6</p> <p>If the Company is registered as exempted, its operations will be carried on subject to the provisions of Section 174 of the Companies Act (as revised) and, subject to the provisions of the Companies Act (as revised) and the Articles of Association, it shall have the power to register by way of continuation as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.</p>	<p>Clause 6</p> <p>If the Company is registered as exempted, its operations will be carried on subject to the provisions of Section 174 of the Companies Act (asRevised) and, subject to the provisions of the Companies Act (asRevised) and the Articles of Association, it shall have the power to register by way of continuation as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.</p>

APPENDIX III PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Second Amended and Restated Articles of Association of the Company		Proposed Amendments	
<p>THE COMPANIES ACT (AS REVISED) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES</p> <p>SECOND AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF TSAKER NEW ENERGY TECH CO., LIMITED 彩客新能源科技有限公司</p> <p>(adopted by special resolution passed on 10 May 2022)</p>		<p>THE COMPANIES ACT (AS REVISED) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES</p> <p>SECOND <u>THIRD</u> AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF TSAKER NEW ENERGY TECH CO., LIMITED 彩客新能源科技有限公司</p> <p>(adopted by special resolution passed on 10 May 2023)</p>	
Article 2.2		Article 2.2	
<p>“Companies Act” or “Law”</p>	<p>shall mean the Companies Act (as revised) of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.</p>	<p>“Companies Act” or “<u>Act</u>Law”</p>	<p>shall mean the Companies Act (as<u>Revised</u>) of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.</p>
<p>“dividend”</p>	<p>shall include bonus dividends and distributions permitted by the Law to be categorised as dividends.</p>	<p>“dividend”</p>	<p>shall include bonus dividends and distributions permitted by the <u>Act</u>Law to be categorised as dividends.</p>
<p>“Electronic Transactions Act”</p>	<p>shall mean the Electronic Transactions Act (as revised) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.</p>	<p>“Electronic Transactions Act”</p>	<p>shall mean the Electronic Transactions Act (as<u>Revised</u>) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.</p>

APPENDIX III PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Second Amended and Restated Articles of Association of the Company	Proposed Amendments
Article 2.3 Subject as aforesaid, any words defined in the Law shall, if not inconsistent with the subject and/or context, bear the same meanings in these Articles.	Article 2.3 Subject as aforesaid, any words defined in the Act Law shall, if not inconsistent with the subject and/or context, bear the same meanings in these Articles.
Article 3.1 The capital of the Company at the date of the adoption of these Articles is US\$10,000,000 divided into 1,000,000,000 shares of par value US\$0.01 each.	Article 3.1 The capital of the Company at the date of the adoption of these Articles is US\$ 1 <u>20</u> ,000,000 divided into 1 <u>2</u> ,000,000,000 shares of par value US\$0.01 each.

Existing Second Amended and Restated Articles of Association of the Company	Proposed Amendments
<p>Article 3.6</p> <p>Subject to the Law, or any other law or so far as not prohibited by any law and subject to any rights conferred on the holders of any class of shares, the Company shall have the power to purchase or otherwise acquire all or any of its own shares (which expression as used in this Article includes redeemable shares) provided that the manner of purchase has first been authorized by a resolution of the members or a resolution of the Directors and to purchase or otherwise acquire warrants for the subscription or purchase of its own shares, and shares and warrants for the subscription or purchase of any shares in any company which is its holding company and may make payment therefor in any manner authorized or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, a gift, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any shares or warrants in the Company or any company which is a holding company of the Company and should the Company purchase or otherwise acquire its own shares or warrants neither the Company nor the Board shall be required to select the shares or warrants to be purchased or otherwise acquired rateably or in any other manner as between the holders of shares or warrants of the same class or as between them and the holders of shares or warrants of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with any relevant code, rules or regulations issued by the Exchange or the Securities and Futures Commission of Hong Kong from time to time in force.</p>	<p>Article 3.6</p> <p>Subject to the ActLaw, or any other law or so far as not prohibited by any law and subject to any rights conferred on the holders of any class of shares, the Company shall have the power to purchase or otherwise acquire all or any of its own shares (which expression as used in this Article includes redeemable shares) provided that the manner of purchase has first been authorized by a resolution of the members or a resolution of the Directors and to purchase or otherwise acquire warrants for the subscription or purchase of its own shares, and shares and warrants for the subscription or purchase of any shares in any company which is its holding company and may make payment therefor in any manner authorized or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, a gift, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any shares or warrants in the Company or any company which is a holding company of the Company and should the Company purchase or otherwise acquire its own shares or warrants neither the Company nor the Board shall be required to select the shares or warrants to be purchased or otherwise acquired rateably or in any other manner as between the holders of shares or warrants of the same class or as between them and the holders of shares or warrants of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with any relevant code, rules or regulations issued by the Exchange or the Securities and Futures Commission of Hong Kong from time to time in force.</p>

Existing Second Amended and Restated Articles of Association of the Company	Proposed Amendments
<p>Article 3.8</p> <p>Subject to the provisions of the Law and the Memorandum of Association of the Company, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holders are, liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.</p>	<p>Article 3.8</p> <p>Subject to the provisions of the ActLaw and the Memorandum of Association of the Company, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holders are, liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.</p>
<p>Article 3.12</p> <p>Subject to the provisions of the Law, of the Memorandum of Association of the Company, and of these Articles relating to new shares, the unissued shares in the Company (whether forming part of its original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration, and generally upon such terms, as the Board shall in their absolute discretion determine.</p>	<p>Article 3.12</p> <p>Subject to the provisions of the ActLaw, of the Memorandum of Association of the Company, and of these Articles relating to new shares, the unissued shares in the Company (whether forming part of its original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration, and generally upon such terms, as the Board shall in their absolute discretion determine.</p>
<p>Article 3.13</p> <p>The Company may, unless prohibited by law, at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares in the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any shares in the Company, but so that the conditions and requirements of the Law shall be observed and complied with, and in each case the commission shall not exceed 10% of the price at which the shares are issued.</p>	<p>Article 3.13</p> <p>The Company may, unless prohibited by law, at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares in the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any shares in the Company, but so that the conditions and requirements of the ActLaw shall be observed and complied with, and in each case the commission shall not exceed 10% of the price at which the shares are issued.</p>

Existing Second Amended and Restated Articles of Association of the Company	Proposed Amendments
<p>Article 4.1</p> <p>The Board shall cause to be kept at such place within or outside the Cayman Islands as it deems fit the principal share register and any branch share register of members of the Company and there shall be entered therein the particulars of the members and the shares issued to each of them and other particulars required under the Law.</p>	<p>Article 4.1</p> <p>The Board shall cause to be kept at such place within or outside the Cayman Islands as it deems fit the principal share register and any branch share register of members of the Company and there shall be entered therein the particulars of the members and the shares issued to each of them and other particulars required under the ActLaw.</p>
<p>Article 4.8</p> <p>Notwithstanding any other provision of these Articles, but without prejudice to the rights attached to any shares and subject to the Law, the Company or the Board may fix any date (“the record date”) as the date at the close of business (or such other time as the Board may decide) on which persons registered as the holders of shares or other securities shall be entitled to receipt of any dividend, distribution, interest, allotment, issue, notice, information, document or circular. A record date may be on or at any time before any date on which such item is paid, made, given or served or (in the case of any dividend, distribution, interest, allotment or issue) after any date on which such item is recommended, resolved, declared or announced.</p>	<p>Article 4.8</p> <p>Notwithstanding any other provision of these Articles, but without prejudice to the rights attached to any shares and subject to the ActLaw, the Company or the Board may fix any date (“the record date”) as the date at the close of business (or such other time as the Board may decide) on which persons registered as the holders of shares or other securities shall be entitled to receipt of any dividend, distribution, interest, allotment, issue, notice, information, document or circular. A record date may be on or at any time before any date on which such item is paid, made, given or served or (in the case of any dividend, distribution, interest, allotment or issue) after any date on which such item is recommended, resolved, declared or announced.</p>

Existing Second Amended and Restated Articles of Association of the Company	Proposed Amendments
<p>Article 4.9</p> <p>Every person whose name is entered as a member in the register shall be entitled, for such fee not exceeding HK\$2.50 (or such higher amount as may from time to time be permitted under the Listing Rules), to receive, within the relevant time limit as prescribed in the Law or as the Exchange may from time to time determine, whichever is shorter, after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide), one certificate for all his shares of each class or, if he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming an Exchange board lot, upon payment, in the case of a transfer, of a sum equal to the relevant maximum amount as the Exchange may from time to time determine for every certificate after the first or such lesser sum as the Board shall from time to time determine, such numbers of certificates for shares in Exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question, provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of several joint holders shall be sufficient delivery to all such holders. All certificates for shares shall be delivered personally or sent through the post addressed to the member entitled thereto at his registered address as appearing in the register.</p>	<p>Article 4.9</p> <p>Every person whose name is entered as a member in the register shall be entitled, for such fee not exceeding HK\$2.50 (or such higher amount as may from time to time be permitted under the Listing Rules), to receive, within the relevant time limit as prescribed in the ActLaw or as the Exchange may from time to time determine, whichever is shorter, after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide), one certificate for all his shares of each class or, if he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming an Exchange board lot, upon payment, in the case of a transfer, of a sum equal to the relevant maximum amount as the Exchange may from time to time determine for every certificate after the first or such lesser sum as the Board shall from time to time determine, such numbers of certificates for shares in Exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question, provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of several joint holders shall be sufficient delivery to all such holders. All certificates for shares shall be delivered personally or sent through the post addressed to the member entitled thereto at his registered address as appearing in the register.</p>

Existing Second Amended and Restated Articles of Association of the Company	Proposed Amendments
<p>Article 7.2</p> <p>The instrument of transfer shall be executed by or on behalf of the transferor and the transferee provided that the Board of Directors may dispense with the execution of the instrument of transfer by the transferee in any case which it thinks fit in its discretion to do so. Without prejudice to the last preceding Article, the Board of Directors may also resolve, either generally or in any particular case, upon request by either the transferor or transferee, to accept mechanically executed transfers. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof. Nothing in these Articles shall preclude the Board of Directors from recognising a renunciation of the allotment or provisional allotment of any share by the allottee in favour of some other person.</p>	<p>Article 7.2</p> <p>The instrument of transfer shall be executed by or on behalf of the transferor and the transferee provided that the Board of Directors may dispense with the execution of the instrument of transfer by the transferee in any case which it thinks fit in its discretion to do so. Without prejudice to the last preceding Article, the Board of Directors may also resolve, either generally or in any particular case, upon request by either the transferor or transferee, to accept mechanically executed transfers. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Rregister in respect thereof. Nothing in these Articles shall preclude the Board of Directors from recognising a renunciation of the allotment or provisional allotment of any share by the allottee in favour of some other person.</p>
<p>Article 7.3(3)</p> <p>(3) The Board of Directors in so far as permitted by any applicable law may, in its absolute discretion, at any time and from time to time transfer any share upon the Register to any branch register or any share on any branch register to the Register or any other branch register. In the event of any such transfer, the shareholder requesting such transfer shall bear the cost of effecting the transfer unless the Board of Directors otherwise determines.</p>	<p>Article 7.3(3)</p> <p>(3) The Board of Directors in so far as permitted by any applicable law may, in its absolute discretion, at any time and from time to time transfer any share upon the Rregister to any branch register or any share on any branch register to the Rregister or any other branch register. In the event of any such transfer, the shareholder requesting such transfer shall bear the cost of effecting the transfer unless the Board of Directors otherwise determines.</p>

Existing Second Amended and Restated Articles of Association of the Company	Proposed Amendments
<p>Article 7.3(4)</p> <p>(4) Unless the Board of Directors otherwise agrees (which agreement may be on such terms and subject to such conditions as the Board of Directors in its absolute discretion may from time to time determine, and which agreement the Board of Directors shall, without giving any reason therefor, be entitled in its absolute discretion to give or withhold), no shares upon the Register shall be transferred to any branch register nor shall shares on any branch register be transferred to the Register or any other branch register and all transfers and other documents of title shall be lodged for registration, and registered, in the case of any shares on a branch register, at the relevant Registration Office, and, in the case of any shares on the Register, at the Office or such other place at which the Register is kept in accordance with the Companies Act.</p>	<p>Article 7.3(4)</p> <p>(4) Unless the Board of Directors otherwise agrees (which agreement may be on such terms and subject to such conditions as the Board of Directors in its absolute discretion may from time to time determine, and which agreement the Board of Directors shall, without giving any reason therefor, be entitled in its absolute discretion to give or withhold), no shares upon the Rregister shall be transferred to any branch register nor shall shares on any branch register be transferred to the Rregister or any other branch register and all transfers and other documents of title shall be lodged for registration, and registered, in the case of any shares on a branch register, at the <u>place at which the branch register is kept</u>relevant Registration Office, and, in the case of any shares on the Rregister, at the <u>registered o</u>Office or such other place at which the Rregister is kept in accordance with the Companies Act.</p>
<p>Article 10.1(e)</p> <p>(e) sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association of the Company, subject nevertheless to the provisions of the Law, and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights, over, or may have such deferred rights or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new shares; and</p>	<p>Article 10.1(e)</p> <p>(e) sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association of the Company, subject nevertheless to the provisions of the <u>Act</u>Law, and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights, over, or may have such deferred rights or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new shares; and</p>

APPENDIX III PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>Existing Second Amended and Restated Articles of Association of the Company</p>	<p>Proposed Amendments</p>
<p>Article 10.2</p> <p>The Company may by special resolution reduce its share capital or any capital redemption reserve or any other undistributed reserve in any manner authorized and subject to any conditions prescribed by the Law. The Company may apply its share premium account in any manner permitted by Law.</p>	<p>Article 10.2</p> <p>The Company may by special resolution reduce its share capital or any capital redemption reserve or any other undistributed reserve in any manner authorized and subject to any conditions prescribed by the ActLaw. The Company may apply its share premium account in any manner permitted by ActLaw.</p>
<p>Article 11.5</p> <p>The Board shall cause a proper register to be kept, in accordance with the provisions of the Law, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the Law in regard to the registration of mortgages and charges therein specified and otherwise.</p>	<p>Article 11.5</p> <p>The Board shall cause a proper register to be kept, in accordance with the provisions of the ActLaw, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the ActLaw in regard to the registration of mortgages and charges therein specified and otherwise.</p>
<p>Article 16.3</p> <p>The Company may from time to time in general meeting by ordinary resolution increase or reduce the number of Directors but so that the number of Directors shall not be less than one. Subject to the provisions of these Articles and the Law, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.</p>	<p>Article 16.3</p> <p>The Company may from time to time in general meeting by ordinary resolution increase or reduce the number of Directors but so that the number of Directors shall not be less than one. Subject to the provisions of these Articles and the ActLaw, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.</p>

APPENDIX III PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Second Amended and Restated Articles of Association of the Company	Proposed Amendments
<p>Article 16.5</p> <p>The Company shall keep at its office a register of directors and officers containing their names and addresses and occupations and any other particulars required by the Law and shall send to the Registrar of Companies of the Cayman Islands a copy of such register and shall from time to time notify to the Registrar of Companies of the Cayman Islands any change that takes place in relation to such Directors as required by the Law.</p>	<p>Article 16.5</p> <p>The Company shall keep at its <u>registered</u> office a register of directors and officers containing their names and addresses and occupations and any other particulars required by the <u>Act</u>Law and shall send to the Registrar of Companies of the Cayman Islands a copy of such register and shall from time to time notify to the Registrar of Companies of the Cayman Islands <u>of</u> any change that takes place in relation to such Directors as required by the <u>Act</u>Law.</p>
<p>Article 18.1</p> <p>Subject to any exercise by the Board of the powers conferred by Articles 19.1 to 19.3, the management of the business of the Company shall be vested in the Board which, in addition to the powers and authorities by these Articles expressly conferred upon it, may exercise all such powers and do all such acts and things as may be exercised or done or approved by the Company and are not hereby or by the Law expressly directed or required to be exercised or done by the Company in general meeting, but subject nevertheless to the provisions of the Law and of these Articles and to any regulation from time to time made by the Company in general meeting not being inconsistent with such provisions or these Articles, provided that no regulation so made shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.</p>	<p>Article 18.1</p> <p>Subject to any exercise by the Board of the powers conferred by Articles 19.1 to 19.3, the management of the business of the Company shall be vested in the Board which, in addition to the powers and authorities by these Articles expressly conferred upon it, may exercise all such powers and do all such acts and things as may be exercised or done or approved by the Company and are not hereby or by the <u>Act</u>Law expressly directed or required to be exercised or done by the Company in general meeting, but subject nevertheless to the provisions of the <u>Act</u>Law and of these Articles and to any regulation from time to time made by the Company in general meeting not being inconsistent with such provisions or these Articles, provided that no regulation so made shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.</p>

Existing Second Amended and Restated Articles of Association of the Company	Proposed Amendments
<p>Article 21.1</p> <p>The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by the Board. Anything by the Law or these Articles required or authorized to be done by or to the Secretary, if the office is vacant or there is for any other reason no Secretary capable of acting, may be done by or to any assistant or deputy Secretary appointed by the Board, or if there is no assistant or deputy Secretary capable of acting, by or to any officer of the Company authorized generally or specifically in that behalf by the Board.</p>	<p>Article 21.1</p> <p>The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by the Board. Anything by the ActLaw or these Articles required or authorized to be done by or to the Secretary, if the office is vacant or there is for any other reason no Secretary capable of acting, may be done by or to any assistant or deputy Secretary appointed by the Board, or if there is no assistant or deputy Secretary capable of acting, by or to any officer of the Company authorized generally or specifically in that behalf by the Board.</p>
<p>Article 21.2</p> <p>A provision of the Law or of these Articles requiring or authorizing a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as or in place of the Secretary.</p>	<p>Article 21.2</p> <p>A provision of the ActLaw or of these Articles requiring or authorizing a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as or in place of the Secretary.</p>

Existing Second Amended and Restated Articles of Association of the Company	Proposed Amendments
<p>Article 23.1</p> <p>The Company in general meeting may upon the recommendation of the Board by ordinary resolution resolve that it is desirable to capitalise all or any part of the amount for the time being standing to the credit of any of the Company’s reserve accounts or funds or to the credit of the profit and loss account or otherwise available for distribution (and not required for the payment or provision of dividend on any shares with a preferential right to dividend) and accordingly that such sums be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportion on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares, debentures or other securities of the Company to be allotted and distributed credited as fully paid up to and amongst such members in proportion aforesaid or partly in one way and partly in the other, and the Board shall give effect to such resolution, provided that a share premium account and a capital redemption reserve and any reserve or fund representing unrealised profits may, for the purposes of this Article, only be applied in paying up unissued shares to be issued to members of the Company as fully paid up shares or paying up calls or instalments due or payable on partly paid securities of the Company subject always to the provisions of the Law.</p>	<p>Article 23.1</p> <p>The Company in general meeting may upon the recommendation of the Board by ordinary resolution resolve that it is desirable to capitalise all or any part of the amount for the time being standing to the credit of any of the Company’s reserve accounts or funds or to the credit of the profit and loss account or otherwise available for distribution (and not required for the payment or provision of dividend on any shares with a preferential right to dividend) and accordingly that such sums be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportion on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares, debentures or other securities of the Company to be allotted and distributed credited as fully paid up to and amongst such members in proportion aforesaid or partly in one way and partly in the other, and the Board shall give effect to such resolution, provided that a share premium account and a capital redemption reserve and any reserve or fund representing unrealised profits may, for the purposes of this Article, only be applied in paying up unissued shares to be issued to members of the Company as fully paid up shares or paying up calls or instalments due or payable on partly paid securities of the Company subject always to the provisions of the ActLaw.</p>

Existing Second Amended and Restated Articles of Association of the Company	Proposed Amendments
<p>Article 24.1</p> <p>Subject to the Law and these Articles, the Company in general meeting may declare dividends in any currency but no dividends shall exceed the amount recommended by the Board.</p>	<p>Article 24.1</p> <p>Subject to the ActLaw and these Articles, the Company in general meeting may declare dividends in any currency but no dividends shall exceed the amount recommended by the Board.</p>
<p>Article 24.19</p> <p>The Board, with the sanction of the members in general meeting, may direct that any dividend be satisfied wholly or in part by the distribution of specific assets of any kind and in particular of paid up shares, debentures or warrants to subscribe securities of any other company, or in any one or more of such ways, and where any difficulty arises in regard to the distribution the Board may settle the same as it thinks expedient, and in particular may disregard fractional entitlements, round the same up or down or provide that the same shall accrue to the benefit of the Company, and may fix the value for distribution of such specific assets, or any part thereof, and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Board and may appoint any person to sign any requisite instruments of transfer and other documents on behalf of the persons entitled to the dividend and such appointment shall be effective. Where required, a contract shall be filed in accordance with the provisions of the Law and the Board may appoint any person to sign such contract on behalf of the persons entitled to the dividend and such appointment shall be effective.</p>	<p>Article 24.19</p> <p>The Board, with the sanction of the members in general meeting, may direct that any dividend be satisfied wholly or in part by the distribution of specific assets of any kind and in particular of paid up shares, debentures or warrants to subscribe securities of any other company, or in any one or more of such ways, and where any difficulty arises in regard to the distribution the Board may settle the same as it thinks expedient, and in particular may disregard fractional entitlements, round the same up or down or provide that the same shall accrue to the benefit of the Company, and may fix the value for distribution of such specific assets, or any part thereof, and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Board and may appoint any person to sign any requisite instruments of transfer and other documents on behalf of the persons entitled to the dividend and such appointment shall be effective. Where required, a contract shall be filed in accordance with the provisions of the ActLaw and the Board may appoint any person to sign such contract on behalf of the persons entitled to the dividend and such appointment shall be effective.</p>

Existing Second Amended and Restated Articles of Association of the Company	Proposed Amendments
<p>Article 27</p> <p>The Board shall make the requisite annual returns and any other requisite filings in accordance with the Law.</p>	<p>Article 27</p> <p>The Board shall make the requisite annual returns and any other requisite filings in accordance with the <u>Act</u>Law.</p>
<p>Article 28.1</p> <p>The Board shall cause to be kept such books of account as are necessary to give a true and fair view of the state of the Company’s affairs and to show and explain its transactions and otherwise in accordance with the Law. The Board shall cause all such books of account to be retained for a minimum period of five years from the date of which they are prepared.</p>	<p>Article 28.1</p> <p>The Board shall cause to be kept such books of account as are necessary to give a true and fair view of the state of the Company’s affairs and to show and explain its transactions and otherwise in accordance with the <u>Act</u>Law. The Board shall cause all such books of account to be retained for a minimum period of five years from the date of which they are prepared.</p>
<p>Article 28.2</p> <p>The books of account shall be kept at the Company’s principal place of business in Hong Kong or, subject to the provisions of the Law, at such other place or places as the Board thinks fit and shall always be open to the inspection of the Directors.</p>	<p>Article 28.2</p> <p>The books of account shall be kept at the Company’s principal place of business in Hong Kong or, subject to the provisions of the <u>Act</u>Law, at such other place or places as the Board thinks fit and shall always be open to the inspection of the Directors.</p>
<p>Article 28.3</p> <p>The Board shall from time to time determine whether, to what extent, at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of the members (other than officers of the Company) and no member shall have any right of inspecting any accounts or books or documents of the Company except as conferred by the Law or any other relevant law or regulation or as authorized by the Board or by the Company in general meeting.</p>	<p>Article 28.3</p> <p>The Board shall from time to time determine whether, to what extent, at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of the members (other than officers of the Company) and no member shall have any right of inspecting any accounts or books or documents of the Company except as conferred by the <u>Act</u>Law or any other relevant law or regulation or as authorized by the Board or by the Company in general meeting.</p>

Existing Second Amended and Restated Articles of Association of the Company	Proposed Amendments
<p>Article 28.6</p> <p>To the extent permitted by and subject to due compliance with these Articles, the Law and all applicable rules and regulations, including, without limitation, the rules of the Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 28.5 shall be deemed satisfied in relation to any member or any holder of debentures of the Company by sending to such person instead of such copies, not less than 21 days before the date of the annual general meeting, in any manner not prohibited by these Articles and the Law, a summary financial statement derived from the Company’s annual accounts, together with the Directors’ report and the Auditors’ report on such accounts, which shall be in the form and containing the information required by these Articles, the Law and all applicable laws and regulations, provided that any person who is otherwise entitled to the annual accounts of the Company, together with the Director’s report and the Auditor’s report thereon may, if he so requires, by notice in writing served on the Company, demand that the Company sends to him, in addition to the summary financial statement, a complete printed copy of the Company’s annual accounts, together with the Directors’ report and the Auditor’s report thereon.</p>	<p>Article 28.6</p> <p>To the extent permitted by and subject to due compliance with these Articles, the ActLaw and all applicable rules and regulations, including, without limitation, the rules of the Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 28.5 shall be deemed satisfied in relation to any member or any holder of debentures of the Company by sending to such person instead of such copies, not less than 21 days before the date of the annual general meeting, in any manner not prohibited by these Articles and the ActLaw, a summary financial statement derived from the Company’s annual accounts, together with the Directors’ report and the Auditors’ report on such accounts, which shall be in the form and containing the information required by these Articles, the ActLaw and all applicable laws and regulations, provided that any person who is otherwise entitled to the annual accounts of the Company, together with the Director’s report and the Auditor’s report thereon may, if he so requires, by notice in writing served on the Company, demand that the Company sends to him, in addition to the summary financial statement, a complete printed copy of the Company’s annual accounts, together with the Directors’ report and the Auditor’s report thereon.</p>

Existing Second Amended and Restated Articles of Association of the Company	Proposed Amendments
<p>Article 33.1</p> <p>Subject to the Law, a resolution that the Company be wound up by the court or to be wound up voluntarily shall be passed by way of a special resolution. If the Company shall be wound up (whether the liquidation is voluntary, under supervision or by the court) the liquidator may, with the authority of a special resolution of the Company and any other sanction required by the Law divide among the members in specie or kind the whole or any part of the assets of the Company (whether the assets shall consist of property of one kind or shall consist of properties of different kinds) and may for such purpose set such value as he deems fair upon any property to be divided and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like authority or sanction vest the whole or any part of such assets in trustees upon such trusts for the benefit of the members as the liquidator, with the like authority or sanction and subject to the Law, shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no member shall be compelled to accept any assets, shares or other securities in respect of which there is a liability.</p>	<p>Article 33.1</p> <p>Subject to the <u>Act</u>Law, a resolution that the Company be wound up by the court or to be wound up voluntarily shall be passed by way of a special resolution. If the Company shall be wound up (whether the liquidation is voluntary, under supervision or by the court) the liquidator may, with the authority of a special resolution of the Company and any other sanction required by the <u>Act</u>Law divide among the members in specie or kind the whole or any part of the assets of the Company (whether the assets shall consist of property of one kind or shall consist of properties of different kinds) and may for such purpose set such value as he deems fair upon any property to be divided and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like authority or sanction vest the whole or any part of such assets in trustees upon such trusts for the benefit of the members as the liquidator, with the like authority or sanction and subject to the <u>Act</u>Law, shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no member shall be compelled to accept any assets, shares or other securities in respect of which there is a liability.</p>
<p>Article 35</p> <p>The financial year of the Company shall be prescribed by the Board and may, from time to time, be changed by it.</p>	<p>Article 35</p> <p>The financial year of the Company shall be prescribed by the Board and may, from time to time, be changed by it. <u>Unless the Board otherwise prescribes, the financial year of the Company shall end on 31 December in each year and, following the year of incorporation, shall begin on 1 January in each year.</u></p>

APPENDIX III PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Second Amended and Restated Articles of Association of the Company	Proposed Amendments
<p>Article 36</p> <p>Subject to the Law, the Company may at any time and from time to time by special resolution alter or amend its Memorandum of Association and Articles of Association in whole or in part.</p>	<p>Article 36</p> <p>Subject to the ActLaw, the Company may at any time and from time to time by special resolution alter or amend its Memorandum of Association and Articles of Association in whole or in part.</p>

NOTICE OF AGM



Tsaker New Energy Tech Co., Limited

彩客新能源科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1986)

NOTICE IS HEREBY GIVEN that the annual general meeting (“AGM”) of Tsaker New Energy Tech Co., Limited (“Company”) will be held at Building No. 10, 109 Jinghaisanlu, Beijing Economic-Technological Development Area, the PRC at 11:00 a.m. on Wednesday, 10 May 2023 for the following purposes:

1. to receive and approve the audited consolidated financial statements and the reports of the directors of the Company (the “**Directors**”) and the Company’s auditors for the year ended 31 December 2022;
2. to declare a final dividend of RMB0.059 per share of par value US\$0.01 each in the share capital of the Company for the year ended 31 December 2022;
3. to consider and approve, each as a separate resolution, if thought fit, the following resolutions:
 - (a) to re-elect Mr. Bai Kun as an executive Director;
 - (b) to re-elect Ms. Zhang Nan as an executive Director;
 - (c) to re-elect Mr. Pan Deyuan as a non-executive Director;
 - (d) to re-elect Mr. Zhu Lin as an independent non-executive Director; and
 - (e) to authorize the board of Directors to fix the Directors’ remuneration;
4. to re-appoint the Company’s auditors and to authorize the board of Directors to fix their remuneration;

NOTICE OF AGM

5. to consider and, if thought fit, pass, with or without modifications, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the exercise by the Directors during the Relevant Period (as defined in paragraph (d) of this resolution) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for shares in the Company, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the Directors during the Relevant Period (as defined in paragraph (d) of this resolution) to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period;
- (c) the aggregate number of shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) of this resolution); or (ii) the exercise of any options granted under any share option scheme of the Company adopted from time to time in accordance with the Listing Rules; or (iii) any scrip dividend or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company shall not exceed 20 per cent. of the aggregate number of issued shares of the Company on the date of the passing of this resolution (subject to adjustment in case of subdivision and consolidation of shares), and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;

NOTICE OF AGM

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Act or any other applicable law of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of shares of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares in the Company open for a period fixed by the Directors to holders of shares in the Company on the Company’s register of members on a fixed record date in proportion to their then holdings of shares in the Company (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

- 6. to consider and, if thought fit, pass, with or without modifications, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) of this resolution) of all powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which shares in the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Rules governing the Listing of Securities on the Stock Exchange, the Companies Act and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) shall not exceed 10 per cent. of the aggregate number of issued shares of the Company as at the date of the passing of this resolution (subject to adjustment in the case of subdivision or consolidation of shares), and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

NOTICE OF AGM

- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Act or any other applicable law of the Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

- 7. to consider and, if thought fit, pass, with or without modifications, the following resolution as an ordinary resolution:

“**THAT** conditional on the passing of resolutions numbered 5 and 6 set out in the notice convening this meeting, the general mandate granted to the Directors pursuant to paragraph (a) of resolution numbered 5 set out in the notice convening this meeting be and it is hereby extended by the addition to the aggregate number of shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to or in accordance with such general mandate of an amount representing the aggregate number of shares repurchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 6 set out in the notice convening this meeting, provided that such extended number shall not exceed 10 per cent. of the aggregate number of shares of the Company in issue at the date of the passing of this resolution (such aggregate number to be subject to adjustment in the case of any conversion of all or any of the shares in the Company into larger or smaller number of shares after the passing of this resolution).”

- 8. to consider and, if thought fit, pass, with or without modifications, the following resolution as a special resolution:

“**THAT:**

- (a) the proposed amendments (“**Proposed Amendments**”) to the existing memorandum and articles of association of the Company (in the form produced to the AGM and marked “A” and signed by the chairman of the AGM for the purpose of identification, and the same is also set out in Appendix III to the circular of the Company dated 18 April 2023) be and are hereby approved;

NOTICE OF AGM

- (b) the third amended and restated memorandum and articles of association of the Company which consolidate all the Proposed Amendments (in the form produced to the AGM and marked “B” and signed by the chairman of the AGM for the purpose of identification) be and are hereby adopted in substitution for and to the exclusion of the second amended and restated memorandum and articles of association of the Company with immediate effect after the close of the AGM; and
- (c) the Directors, secretary of the Company and the registered office provider of the Company be and are hereby authorized to do all acts, deeds, things and execute all such documents and make all such arrangements that they shall, in their absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the third amended and restated memorandum and articles of association of the Company, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong.”

By order of the board of directors of
Tsaker New Energy Tech Co., Limited
Ge Yi
Chairman

Beijing, the PRC, 18 April 2023

Registered office:
P.O. Box 472
2nd Floor, Harbour Place
103 South Church Street, George Town
Grand Cayman KY1-1106
Cayman Islands

Head office in the PRC:
Building No. 10
109 Jinghaisanlu
Beijing Economic-Technological
Development Area
the People’s Republic of China

NOTICE OF AGM

Notes:

1. Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his/her/its proxy to attend and vote in his/her/its stead. A member who is the holder of two or more shares and entitled to attend and vote at the meeting convened by the above notice is entitled to appoint more than one proxy to represent him/her/it and vote on his/her/its behalf. A proxy need not be a member of the Company.
2. To be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company's Hong Kong branch registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 48 hours before the time of the meeting (i.e., no later than 11:00 a.m. on 8 May 2023 (Hong Kong time)) or any adjourned meeting.
3. In relation to proposed resolutions numbered 5 and 7 above, approval is being sought from the shareholders for the grant to the Directors of a general mandate to authorize the allotment and issue of shares under the Rules governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules"). The Directors have no immediate plans to issue any new shares of the Company.
4. In relation to proposed resolution numbered 6 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase shares in circumstances which they deem appropriate for the benefit of the shareholders. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules will be set out in a circular to be despatched to the shareholders on 18 April 2023.
5. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto. If more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
7. The register of members of the Company will be closed for the following periods:
 - (a) For the purpose of determining shareholders who are eligible to attend and vote at the above meeting, the register of members of the Company will be closed from 5 May 2023 to 10 May 2023, both days inclusive, during which period no transfer of shares will be registered. In order for the shareholders to be eligible to attend and vote at the meeting, all transfer of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on 4 May 2023 for registration.
 - (b) For the purpose of determining shareholders who qualify for the final dividend, the register of members of the Company will also be closed from 16 May 2023 to 18 May 2023, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, all transfer of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on 15 May 2023 for registration.
8. As at the date of this notice, the board of Directors comprises Mr. Ge Yi (Chairman), Mr. Bai Kun and Ms. Zhang Nan as executive Directors, Mr. Fontaine Alain Vincent and Mr. Pan Deyuan as non-executive Directors, and Mr. Ho Kenneth Kai Chung, Mr. Zhu Lin and Mr. Yu Miao as independent non-executive Directors.