

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN SPECIAL RESOLUTIONS

of

ELECTRIC ASSISTED VEHICLES LIMITED

(the "**Company**")

Passed on 14th December 2021

1. That in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred, as if section 561(1) of the CA 2006 and clause 7 of the shareholders' agreement dated 24 February 2020 did not apply to any such allotment and THAT all other pre-emption rights (howsoever arising) as may apply in relation to the proposed allotments are hereby waived.
2. That the Articles of Association of the Company be amended as follows:
 - a. The following definitions shall be added to Article 2.1 in alphabetical order:

“**Creative**” means Creative Power Limited whose registered address is at Suite D, 19/F, Ritz Plaza, 122 Austin Road, Tsimshatsui, Hong Kong S.A.R.”; and

“**Option Scheme**” such share option scheme(s) the terms of which have been approved by the shareholders and adopted by the Company.”;
 - b. The following article shall be added as Article 5.5:

“Article 5.3 and sections 561 and 562 of the Companies Act shall not apply to the issue of Shares made in accordance with options to subscribe granted under any Share Option Scheme.”; and
 - c. The following articles shall be added as Articles 15.4, 15.5, 15.6 and 15.7 immediately following the current Article 15.3 and the remaining Articles of Article 15 shall be renumbered accordingly:

“15.4 Creative, for so long as it holds not less than 5% of the Shares in issue, shall be entitled to nominate one person to act as a Director (the "**CP Director**") by notice in writing addressed to the Company from time to time, and the other holders of Shares shall not vote their Shares so as to remove the CP Director from office. Creative shall be entitled to remove its nominated CP Director so appointed at any time by notice in writing to the Company served at its registered office and appoint another person to act in his or her place.

15.5 An appointment or removal of a CP Director under Article 15.4 will take effect at and from the time when the notice is received at the registered office of the Company or produced to a meeting of the directors of the Company.

15.6 Creative, for so long as it holds not less than 3% of the Shares in issue, and at any time when there is no CP Director in place, shall be entitled to appoint one person to act as an observer to the Board, to the board of directors of any subsidiary undertaking and any committee of the Board or board of directors of any subsidiary undertaking established from time to time (the "**CP Observer**"). The CP Observer shall be entitled to attend and speak at all such meetings and receive copies of all board papers as if he were a Director but shall not be entitled to vote on any resolutions proposed at a board meeting.

15.7 Appointment and removal of a CP Observer or in accordance with this Article 15 shall be by written notice from the relevant appointor to the Company which shall take effect on delivery at the Company's registered office or at any meeting of the Board or committee thereof.”



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Clive Bramley, Solicitor