

**OSTIN TECHNOLOGY GROUP CO., LTD.**

**Building 2, 101**

**1 Kechuang Road**

**Qixia District, Nanjing**

**Jiangsu Province, China 210046**

**PROXY STATEMENT AND NOTICE OF  
EXTRAORDINARY GENERAL MEETING**

*To the shareholders of  
Ostin Technology Group Co., Ltd.*

March 14, 2024

*Nanjing, China*

**NOTICE IS HEREBY GIVEN THAT** the extraordinary general meeting of shareholders (the “Meeting”) of Ostin Technology Group Co., Ltd. (the “Company”) will be held on March 28, 2024, at 9:00 A.M., Beijing Time (March 27, 2024, at 9:00 P.M., Eastern Time). For the purposes of the Amended and Restated Memorandum and Articles of Association of the Company, the Meeting will be held at Floor 1, Building F4, 1 Zidong Road, Qixia District, Nanjing, Jiangsu Province, China.

The matters to be acted upon at the Meeting are described in the Notice of Extraordinary General Meeting and Proxy Statement.

The board of directors of the Company (the “Board of Directors”) has fixed the close of business on March 8, 2024 as the record date (the “Record Date”) for determining the shareholders entitled to receive notice of and to vote at the Meeting or any adjournment thereof. The Notice of Extraordinary General Meeting and Proxy Statement and form of proxy card will first be mailed or given to the Company’s shareholders on or about March 14, 2024.

Only holders of ordinary shares of the Company, par value US\$0.0001 per share, on the Record Date are entitled to receive notice of and to vote at the Meeting or any adjournment thereof. Whether or not you expect to attend, you are respectfully requested by the Board of Directors to sign, date and return the enclosed proxy card promptly. Shareholders who appoint proxies retain the right to revoke them at any time prior to the voting thereof.

**YOUR VOTE IS VERY IMPORTANT. WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, WE URGE YOU TO VOTE AND SUBMIT YOUR PROXY ON THE INTERNET OR BY MAIL. IF YOU ARE A REGISTERED SHAREHOLDER AND ATTEND THE MEETING, YOU MAY REVOKE YOUR PROXY AND VOTE YOUR SHARES IN PERSON. IF YOU HOLD YOUR SHARES THROUGH A BANK OR BROKER AND WANT TO VOTE YOUR SHARES IN PERSON AT THE MEETING, PLEASE CONTACT YOUR BANK OR BROKER TO OBTAIN A LEGAL PROXY. THANK YOU FOR YOUR SUPPORT.**

By order of the Board of Directors,

*/s/ Tao Ling*

\_\_\_\_\_  
Tao Ling  
Chairman of the Board of Directors and  
Chief Executive Officer

**NOTICE OF EXTRAORDINARY GENERAL MEETING**  
**OSTIN TECHNOLOGY GROUP CO., LTD. (THE “COMPANY”)**

**TIME:** March 28, 2024, at 9:00 A.M., Beijing Time  
(March 27, 2024, at 9:00 P.M., Eastern Time.

**PLACE:** Floor 1, Building F4, 1 Zidong Road, Qixia District, Nanjing, Jiangsu Province, China.

**ITEMS OF BUSINESS:**

Proposal One By an ordinary resolution, to change the authorized share capital from US\$50,000 divided into 499,000,000 ordinary shares of a par value of US\$0.0001 each and 1,000,000 preference shares of a par value of US\$0.0001 each, to US\$500,000 divided into 4,999,000,000 ordinary shares of a par value of US\$0.0001 each (the “Ordinary Shares”) and 1,000,000 preference shares of a par value of US\$0.0001 each by

- (i) re-classifying all Ordinary Shares issued and outstanding as a consequence of the resolutions above, into class A ordinary shares with a par value of US\$0.0001 each with one (1) vote per share and with other rights attached to it in the Second Amended and Restated Memorandum and Articles of Association (the “Class A Ordinary Shares”) on a one for one basis;
- (ii) re-designating 8,000,000 authorized but unissued Ordinary Shares into 8,000,000 class B ordinary shares with a par value of US\$0.0001 each with 20 votes per share and with other rights attached to it in the Second Amended and Restated Memorandum and Articles of Association (the “Class B Ordinary Shares”) on a one for one basis; and
- (iii) re-designating the remaining authorized but unissued Ordinary Shares into Class A Ordinary Shares on a one for one basis,

provided that the Company shall, at the time of the above resolutions, have not less than 8,000,000 authorized but unissued Ordinary Shares.

Proposal Two By a special resolution, to approve the Second Amended and Restated Memorandum and Articles of Association of the Company as set forth in Appendix A to this notice substitution for the Amended and Restated Memorandum and Articles of Association of the Company currently in effect, to reflect the change in the quorum for general meetings, the change in the authorized share capital and to set out the rights and privileges of Class A Ordinary Shares and Class B Ordinary Shares, and the further amendment and restatement of the Second Amended and Restated Memorandum and Articles of Association of the Company upon the Effective Time at which the Reverse Share Split is implemented by the Board of Directors.

Proposal Three By an ordinary resolution, to approve the repurchase and issuance of shares of certain shareholder as follows:

Name of Shareholder	Number of Existing Shares held	Number of Shares to be Held Giving Effect to Share Re-designation and Re-classification		Number of Shares to be Held Giving Effect to Share Re-designation and Re-classification, Repurchase and Issuance
SHYD Investment Management Limited	3,908,612 Ordinary Shares	3,908,612 Class A Ordinary Shares		1,908,612 Class A Ordinary Shares, 2,000,000 Class B Ordinary Shares

Proposal Four By an ordinary resolution, to approve the reverse share split of the Company’s shares within a range of one-for-five (1:5) to one-for-thirty (1:30), the exact ratio to be determined by further action of the Board of Directors, to be effective on a date on or prior to July 17, 2024 to be determined by the Board of Directors and announced by the Company.

**WHO MAY VOTE:** You may vote if you were a shareholder of record on March 8, 2024.

**DATE OF MAILING:** This notice and the proxy statement are first being mailed to shareholders on or about March 14, 2024.

By order of the Board of Directors,

*/s/ Tao Ling*

---

Tao Ling

Chairman of the Board of Directors and  
Chief Executive Officer