

Decent Holding Inc.
4th Floor & 5th Floor North Zone, Dingxin Building
No. 106 Aokema Avenue,
Laishan District, Yantai, Shandong Province
People's Republic of China 264003

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

*To the shareholders of
Decent Holding Inc.*

May 9, 2025
Shandong, China

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting of shareholders (the "Meeting") of Decent Holding Inc. (the "Company") will be held on May 9, 2025, at 9 A.M., Beijing Time (May 8, 2025, at 9 P.M. Eastern Time), at the principal executive offices of the Company located at 4th Floor & 5th Floor North Zone, Dingxin Building, No. 106 Aokema Avenue, Laishan District, Yantai, Shandong Province, People's Republic of China 264003.

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 25, 2025 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 25, 2025.

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/ Haicheng Xu

Haicheng Xu

Chief Executive Officer

**NOTICE OF EXTRAORDINARY GENERAL MEETING
DECENT HOLDING INC. (THE “COMPANY”)**

TIME: May 9, 2025, at 9 A.M., Beijing Time
(May 9, 2025, at 9 P.M., Eastern Time)

PLACE: Dingxin Building, No. 106 Aokema Avenue, Laishan District, Yantai, Shandong Province, China

ITEMS OF BUSINESS:

Proposal One

By an ordinary resolution, to change the authorized share capital of US\$50,000 divided into 500,000,000 shares of a par value of US\$0.0001 each (“Ordinary Shares”) by

- (i) re-classifying all 16,250,000 Ordinary Shares issued and outstanding into class A ordinary shares with a par value of US\$0.0001 each, each having 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 5,000,000 Ordinary Shares issued and outstanding into 5,000,000 class B ordinary shares with a par value of US\$0.0001 each, each having twenty (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 483,750,000 authorized but unissued Ordinary Shares into Class A Ordinary Shares on a one for one basis.

(the "Re-designations")

Upon the Re-designations, the authorised share capital of the Company is US\$50,000 divided into 500,000,000 shares of a par value of US\$0.0001 each, comprising of (i) 495,000,000 Class A Ordinary Shares, and (ii) 5,000,000 Class B 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 authorized share capital and to set out the rights and privileges of Class A Ordinary Shares and Class B Ordinary Shares.

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
Decent Limited	13,026,000 Ordinary Shares	13,026,000 Class A Ordinary Shares	8,026,000 Class A Ordinary Shares 5,000,000 Class B Ordinary Shares

WHO MAY VOTE: You may vote if you were a shareholder of record on March 25, 2025.

DATE OF MAILING: This notice and the proxy statement are first being mailed to shareholders on or about March 25, 2025.

By order of the Board of Directors,

/s/ Haicheng Xu

Haicheng Xu

Chief Executive Officer

ABOUT THE EXTRAORDINARY GENERAL MEETING

What am I voting on?

You will be voting on the following:

Proposal One By an ordinary resolution, to change the authorized share capital of US\$50,000 divided into 500,000,000 Ordinary Shares by

- (i) re-classifying all 16,250,000 Ordinary Shares issued and outstanding into class A ordinary shares with a par value of US\$0.0001 each, each having 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 5,000,000 Ordinary Shares issued and outstanding into 5,000,000 class B ordinary shares with a par value of US\$0.0001 each, each having twenty (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 483,750,000 remaining authorized but unissued Ordinary Shares into Class A Ordinary Shares on a one for one basis.

(the "Re-designations")

Upon the Re-designations, the authorised share capital of the Company is US\$50,000 divided into 500,000,000 shares of a par value of US\$0.0001 each, comprising of (i) 483,750,000 Class A Ordinary Shares, and (ii) 5,000,000 Class B 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 authorized share capital and to set out the rights and privileges of Class A Ordinary Shares and Class B Ordinary Shares.

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
Decent Limited	13,026,000 Ordinary Shares	13,026,000 Class A Ordinary Shares	8,026,000 Class A Ordinary Shares 5,000,000 Class B Ordinary Shares

Who is entitled to vote?

You may vote if you owned Ordinary Shares of the Company as of the close of business on March 25, 2025, which we refer to as the “Record Date”. Each Ordinary Share is entitled to one (1) vote. As of March 25, 2025, we had 16,250,000 Ordinary Shares issued and outstanding.

How do I vote before the Meeting?

If you are a registered shareholder, meaning that you hold your shares in certificate form, you have the following voting options:

- (1) By Internet, which we encourage if you have Internet access, at the address shown on your proxy card;
- (2) By mail, by completing, signing, and returning the enclosed proxy card; or
- (3) During the Meeting in person.

If you vote via the internet, your electronic vote authorizes the named proxies in the same manner as if you signed, dated, and returned your proxy card. **If you vote via the internet, do not return your proxy card.**

If you hold your shares through an account with a bank or broker, your ability to vote by the Internet depends on their voting procedures. Please follow the directions that your bank or broker provides.

Can I change my mind after I return my proxy?

You may change your vote at any time before the polls close at the conclusion of voting at the Meeting. You may do this by (1) signing another proxy card with a later date and returning it to us before the Meeting, (2) voting again over the Internet prior to the time of the Meeting, or (3) voting at the Meeting if you are a registered shareholder or have followed the necessary procedures required by your bank or broker.

What if I return my proxy card but do not provide voting instructions?

Proxies that are signed and returned but do not contain instructions will be voted “FOR” Proposals One, Two, and Three in accordance with the best judgment of the named proxies on any other matters properly brought before the Meeting.

What does it mean if I receive more than one proxy card or instruction form?

It indicates that your Ordinary Shares are registered differently and are in more than one account. To ensure that all shares are voted, please either vote each account on the Internet, or sign and return all proxy cards. We encourage you to register all your accounts in the same name and address. Those holding shares through a bank or broker should contact their bank or broker and request consolidation.

How many votes must be present to hold the Meeting?

Your shares are counted as present at the Meeting if you attend the Meeting and vote in person or if you properly return a proxy by internet or mail. In order for us to conduct our Meeting, shareholders holding an aggregate of a majority of our outstanding Ordinary Shares as of March 25, 2025 must be present in person or by proxy. This is referred to as a quorum. Abstentions and broker non-votes will be counted for purposes of establishing a quorum at the Meeting. If a quorum is not present or represented, the chairman of the Meeting may, with the resolutions of the Board of Directors, adjourn the Meeting to the same day in the next week at the same time and/or place or to such other day, time and/or place as the Board of Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the Meeting to commence, the shareholders present shall be a quorum.

How many votes are needed to approve the Company’s proposals?

Proposal One. The change of authorized share capital. This proposal requires an ordinary resolution under Cayman Islands law, being the affirmative (“FOR”) vote of the holders of a majority of the ordinary shares who, being present and entitled to vote at the Meeting, vote at the Meeting.

Proposal Two. The adoption of the Second Amended and Restated Memorandum and Articles of Association of the Company. This proposal requires a special resolution under Cayman Islands law, being the affirmative (“FOR”) vote of the holders of a majority of at least two-thirds of the ordinary shares who, being present and entitled to vote at the Meeting, vote at the Meeting.

Proposal Three. The repurchase and issuance of shares of certain shareholder. This proposal requires an ordinary resolution under Cayman Islands law, being the affirmative (“FOR”) vote of the holders of a majority of the ordinary shares who, being present and entitled to vote at the Meeting, vote at the Meeting.

What are Abstentions and Broker Non-Votes?

All votes will be tabulated by the inspector of election appointed for the Meeting, who will separately tabulate affirmative and negative votes, abstentions and broker non-votes. An abstention is the voluntary act of not voting by a shareholder who is present at the Meeting and entitled to vote. A broker “non-vote” occurs when a broker nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary power for that particular item and has not received instructions from the beneficial owner. If you hold your shares in “street name” through a broker or other nominee, your broker or nominee may not be permitted to exercise voting discretion with respect to some of the matters to be acted upon at the Meeting. If you do not give your broker or nominee specific instructions regarding such matters, your proxy will be deemed a “broker non-vote.”

The question of whether your broker or nominee may be permitted to exercise voting discretion with respect to a particular matter depends on whether the particular proposal is deemed to be a “routine” matter and how your broker or nominee exercises any discretion they may have in the voting of the shares that you beneficially own. Brokers and nominees can use their discretion to vote “uninstructed” shares with respect to matters that are considered to be “routine,” but not with respect to “non-routine” matters. For any proposal that is considered a “routine” matter, your broker or nominee may vote your shares in its discretion either for or against the proposal even in the absence of your instruction. For any proposal that is considered a “non-routine” matter for which you do not give your broker instructions, the shares will be treated as broker non-votes. All of the proposals presented at the Meeting are considered “non-routine” matters. Your broker or other nominee will vote your shares held by it in “street name” with respect to these matters only if you provide instructions to it on how to vote.

Abstentions and broker non-votes are not counted as votes cast on an item and therefore will not affect the outcome of any proposal presented in this proxy statement. Abstention and broker non-votes, if any, will be counted for purposes of determining whether there is a quorum present at the Meeting.

Accordingly, we encourage you to provide voting instructions to your broker, whether or not you plan to attend the Meeting.

PROPOSAL ONE
BY AN ORDINARY RESOLUTION, TO CHANGE THE AUTHORIZED SHARE CAPITAL OF THE
COMPANY
(ITEM 1 ON THE PROXY CARD)

General

The Board of Directors approved, and directed that there be submitted to the shareholders of the Company to approve, by an ordinary resolution, to change the authorized share capital of US\$50,000 divided into 500,000,000 Ordinary Shares by

- (i) re-classifying all 16,250,000 Ordinary Shares issued and outstanding into class A ordinary shares with a par value of US\$0.0001 each, each having 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 5,000,000 Ordinary Shares issued and outstanding into 5,000,000 class B ordinary shares with a par value of US\$0.0001 each, each having twenty (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 483,750,000 remaining authorized but unissued Ordinary Shares into Class A Ordinary Shares on a one for one basis.

(the "Re-designations")

Upon the Re-designations, the authorised share capital of the Company is US\$50,000 divided into 500,000,000 shares of a par value of US\$0.0001 each, comprising of (i) 483,750,000 Class A Ordinary Shares, and (ii) 5,000,000 Class B Ordinary Shares.

If shareholders approve this proposal, the change of the authorized share capital of the Company will become effective immediately upon such approval.

Following effectiveness of the proposed re-designation and re-classification, each Class A Ordinary Share would be entitled to one (1) vote and each Class B Ordinary Share would be entitled to twenty (20) votes on all matters subject to vote at general meetings of the Company, and with such other rights, preferences, and privileges as set forth in the Second Amended and Restated Memorandum and Articles of Association. The Class B Ordinary Shares would not be convertible into Class A Ordinary Shares or any other equity securities authorized to be issued by the Company. Holders of the Class B Ordinary Shares would not be entitled to receive dividends of any kind.

The proposed re-designation and re-classification will not affect in any way the validity or transferability of share certificates outstanding, the capital structure of the Company or the trading of the Company's shares on the Nasdaq Capital Market.

Future issuances of Class B Ordinary Shares or securities convertible into Class B Ordinary Shares could have a dilutive effect on our earnings per share, book value per share, and the voting power and interest of current holders of ordinary shares. In addition, the availability of additional Class A Ordinary Shares for issuance could, under certain circumstances, discourage or make more difficult any efforts to obtain control of the Company. The Board of Directors is not aware of any attempt, or contemplated attempt, to acquire control of the Company, nor is this proposal being presented with the intent that it be used to prevent or discourage any acquisition attempt. However, nothing would prevent the Board of Directors from taking any such actions that it deems to be consistent with its fiduciary duties.

Vote Required

This proposal requires an ordinary resolution under Cayman Islands law, being the affirmative (“FOR”) vote of the holders of a majority of the ordinary shares who, being present and entitled to vote at the Meeting, vote at the Meeting. Unless otherwise instructed on the proxy or unless authority to vote is withheld, shares represented by executed proxies will be voted “FOR” this proposal.

Recommendation of the Board of Directors

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT THE SHAREHOLDERS VOTE “FOR” THIS PROPOSAL.

PROPOSAL TWO
BY A SPECIAL RESOLUTION, TO ADOPT THE SECOND AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY
(ITEM 2 ON THE PROXY CARD)

General

The Board of Directors approved, and recommended the shareholders of the Company to approve, 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 in substitution for the Amended and Restated Memorandum and Articles of Association of the Company currently in effect, to reflect 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.

Unless otherwise defined herein, capitalized terms shall have the meanings ascribed to them in the Second Amended and Restated Memorandum and Articles of Association, attached hereto as Appendix A.

Article 3. All unissued Ordinary Shares shall be under the control of the Directors, who may, in their absolute discretion and without the approval of the Members, issue, allot, and dispose of Shares, including preferred Shares, in certificated or non-certificated form, to such Persons and on such terms as they determine. The Directors may grant rights over Shares or other securities, including determining the designations, powers, preferences, and privileges attaching thereto, which may exceed those of the issued and outstanding Ordinary Shares. The Directors may also grant options, issue warrants, and establish different Classes of Ordinary Shares with varying rights, restrictions, and privileges, whether by resolution or Special Resolution. The Directors may issue preferred Ordinary Shares from the authorized share capital, other than unissued Ordinary Shares, in such series and with such rights, including voting, dividend, redemption, liquidation, and conversion rights, as they determine by resolution. The Company shall not issue Shares to bearer. The Company may, to the extent permitted by law, pay commissions or brokerage fees in connection with Share subscriptions. The Directors may accept or reject any application for Shares, in whole or in part, at their sole discretion.

Article 4. Holders of Class A Ordinary Shares and Class B Ordinary Shares shall vote together as a single class on all matters submitted to a vote of the Members, with each Class A Ordinary Share carrying one (1) vote and each Class B Ordinary Share carrying twenty (20) votes. Class B Ordinary Shares shall be convertible into Class A Ordinary Shares on a one-to-one basis at the option of the holder by delivering written notice to the Company, while Class A Ordinary Shares shall not be convertible into Class B Ordinary Shares. Conversion shall be effected through re-designation and shall take effect immediately upon receipt of a written notice from the holder or upon the occurrence of an automatic conversion event, with the Register updated accordingly. Class B Ordinary Shares shall be automatically converted into Class A Ordinary Shares upon any sale, transfer, assignment, or disposition to a non-Affiliate of the holder, or upon any change of control of the beneficial ownership to a non-Affiliate of the registered holder. A transfer shall be effective upon registration by the Company, and any pledge or encumbrance shall not constitute a transfer unless enforced, at which point conversion shall occur. Beneficial ownership shall be as defined under Rule 13d-3 of the United States Securities Exchange Act of 1934, as amended. Save for voting and conversion rights, Class A Ordinary Shares and Class B Ordinary Shares shall rank *pari passu* in all other respects, with equal rights, preferences, privileges, and restrictions.

Article 22. Subject to any rights and restrictions attached to any Ordinary Share, each Shareholder present in person or by proxy (or, in the case of a corporation or other non-natural person, by its duly authorized representative or proxy) shall be entitled to one vote on a show of hands at a general meeting of the Company, and on a poll, each Shareholder shall be entitled to one (1) vote for each Class A Ordinary Share and twenty (20) votes for each Class B Ordinary Share held.

Potential Effects

If shareholders approve this proposal, the adoption of the Second Amended and Restated Memorandum and Articles of Association of the Company will become effective immediately upon such approval.

Resolution To Be Voted Upon

The full text of the resolution to be proposed is as follows:

RESOLVED, AS A SPECIAL RESOLUTION, THAT the Amended and Restated Memorandum and Articles of Association of the Company currently in effect be amended and restated by the deletion in their entirety and the substitution in their place of the Second Amended and Restated Memorandum and Articles of Association annexed to the Notice of Extraordinary General Meeting and Proxy Statement.

Vote Required

This proposal requires a special resolution under Cayman Islands law, being the affirmative (“FOR”) vote of the holders of a majority of at least two-thirds of the ordinary shares who, being present and entitled to vote at the Meeting, vote at the Meeting. Unless otherwise instructed on the proxy or unless authority to vote is withheld, shares represented by executed proxies will be voted “FOR” this proposal.

Recommendation of the Board of Directors

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT THE SHAREHOLDERS VOTE “FOR” THIS PROPOSAL.

PROPOSAL THREE
BY AN ORDINARY RESOLUTION, TO REPURCHASE AND ISSUANCE OF SHARES OF CERTAIN
SHAREHOLDER
(ITEM 3 ON THE PROXY CARD)

General

The Board of Directors approved, and directed that there be submitted to the shareholders of the Company to approve, by an ordinary resolution, to approve the repurchase and issuance of shares of certain shareholder as follows:

<u>Name of Shareholder</u>	<u>Number of Existing Shares held</u>	<u>Number of Shares to be Held Giving Effect to Share Re-designation and Re-classification</u>	<u>Number of Shares to be Held Giving Effect to Share Re-designation and Repurchase and Issuance</u>
Decent Limited	13,026,000 Ordinary Shares	13,026,000 Class A Ordinary Shares	8,026,000 Class A Ordinary Shares 5,000,000 Class B Ordinary Shares

WHO MAY VOTE: You may vote if you were a shareholder of record on March 25, 2025.

DATE OF MAILING: This notice and the proxy statement are first being mailed to shareholders on or about March 25, 2025.

Potential Effects

If shareholders approve this proposal, the repurchase and issuance of shares of certain shareholder will become effective immediately upon such approval.

Mr. Dingxin Sun, the Chief Executive Officer and Chairman of the Company, is the sole shareholder and director of Decent Limited. Prior to the proposed repurchase and issuance of shares, Mr. Dingxin Sun beneficially owns a total of 13,026,000 Ordinary Shares of the Company, representing approximately 80.16% of the total voting power of the Company. Following effectiveness of the proposed repurchase and issuance of shares, Mr. Dingxin Sun will beneficially hold approximately 97.10% of the total voting power of the Company.

Vote Required

This proposal requires an ordinary resolution under Cayman Islands law, being the affirmative (“FOR”) vote of the holders of a majority of the ordinary shares who, being present and entitled to vote at the Meeting, vote at the Meeting. Unless otherwise instructed on the proxy or unless authority to vote is withheld, shares represented by executed proxies will be voted “FOR” this proposal.

Recommendation of the Board of Directors

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT THE SHAREHOLDERS VOTE “FOR” THIS PROPOSAL.

OTHER MATTERS

GENERAL

The Board of Directors is not aware of any other matters to be submitted to the Meeting. If any other matters properly come before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote the shares they represent as the Board of Directors may recommend.

The Company will bear the cost of preparing, printing, assembling and mailing the proxy card, proxy statement and other material which may be sent to shareholders in connection with this solicitation. In addition to the solicitation of proxies by use of the mails, officers and regular employees of the Company may solicit proxies without additional compensation, by telephone or telegraph.

COMMUNICATIONS WITH THE BOARD OF DIRECTORS

Shareholders wishing to communicate with the Board of Directors or any individual director may write to the Board of Directors or the individual director: Decent Holding Inc.; 4th Floor & 5th Floor North Zone, Dingxin Building, No. 106 Aokema Avenue, Laishan District, Yantai, Shandong Province, People's Republic of China 264003. Any such communication must state the number of Ordinary Shares beneficially owned by the shareholder making the communication. All such communications will be forwarded to the full Board of Directors or to any individual director or directors to whom the communication is directed unless the communication is clearly of a marketing nature or is unduly hostile, threatening, illegal, or similarly inappropriate, in which case the Company has the authority to discard the communication or take appropriate legal action regarding the communication.

WHERE YOU CAN FIND MORE INFORMATION

The Company files annual and current reports and other documents with the SEC under the Exchange Act. The Company's SEC filings made electronically through the SEC's EDGAR system are available to the public at the SEC's website at <http://www.sec.gov>. You may also read and copy any document we file with the SEC at the SEC's public reference room located at 100 F Street, NE, Room 1580, Washington, DC 20549. Please call the SEC at (800) SEC-0330 for further information on the operation of the public reference room.

By order of the Board of Directors,

/s/ Haicheng Xu

Haicheng Xu

Chief Executive Officer

Appendix A

Second Amended and Restated Memorandum and Articles of Association