

# **Rules of Procedure for General Meetings of Yangzhou Yangjie Electronic Technology Co., Ltd**

**(applicable after the listing of GDR)**

## **Chapter I General Provisions**

Article 1 The Rules is formulated to regulate the conduct of Yangzhou Yangjie Electronic Technology Co., Ltd (the “Company”) and to ensure the General Meeting lawfully exercises its functions in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the PRC (the “Securities Law”), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (the “Special Regulations”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, Amended Rules of General Meetings of Listed Company (2022 Version) and Articles of Association of Yangzhou Yangjie Electronic Technology Co., Ltd (the “Articles of Association”).

Article 2 The Company shall convene a general meeting in strict compliance with requirements of relevant laws, administrative regulations, these Rules, and the Articles of Association, in order to ensure the legitimate exercise of rights by shareholders.

The Board of Directors of the Company (the “Board”) shall earnestly perform its duties and organize the general meeting in a serious and timely manner. The directors of the Company as a whole it shall be diligent and responsible to ensure the normal convening of a general meeting and the legitimate exercise of its functions and power.

Article 3 A general meeting shall exercise its functions and powers within the scope specified by the Company Law and the Articles of Association.

Article 4 General meetings come in the annual and the extraordinary. The annual general meetings shall be convened once a year, and shall be held within six months after the prior accounting year ends. The extraordinary general meeting shall be convened irregularly. When the circumstances stipulated in Article 100 of the Company Law occurs, the extraordinary general meeting shall be convened within two months.

Where the Company cannot hold the general meeting within the above-mentioned time limit, the Company shall report to the agency of China Securities Regulatory Commission (“the CSRC”) in the place where the Company is located and Shenzhen Stock Exchange (the “SSE”) to explain the relevant causes and publicly announce the matter.

Article 5 The Company may engage lawyers to attend the general meeting to give

legal opinions on the following matters:

(I) whether the convening and holding procedures of the general meeting comply with laws, administrative regulations, the Rules, and the Articles of Association;

(II) whether the persons attending the meeting and the convener of the meeting are legally entitled to do so;

(III) whether the procedures of voting at the general meeting and the voting results are valid;

(IV) legal opinions on other issues upon the request of the Company.

## **Chapter II Convening of General Meetings**

Article 6 The Board shall duly convene the general meeting within the time limit specified in Article 4.

Article 7 Independent directors shall be entitled to propose to the Board of Directors to convene an extraordinary general meeting. For the proposal of independent directors of convening an extraordinary general meeting, the Board of Directors shall, pursuant to the provisions of laws, administrative regulations and Articles of Association, give a written reply on whether to convene the extraordinary general meeting or not within ten days upon receipt of the proposal.

When the Board agrees to convene an extraordinary general meeting, the Board shall, within five days after the Board resolution is made, issue a notice calling for the meeting. If the Board does not agree to convene such meeting, the reasons shall be stated and announced.

Article 8 The Board of Supervisors shall be entitled to propose to the Board of Directors to convene an extraordinary general meeting, provided that the proposal shall be made in written form. The Board of Directors shall, pursuant to the provisions of laws, administrative regulations and Articles of Association, give a written reply on whether to convene the extraordinary general meeting or not within ten days upon receipt of the proposal.

When the Board agrees to convene an extraordinary general meeting, the Board shall, within five days after the Board resolution is made, issue a notice calling for the general meeting. Any change to the original proposal in the notice shall be subject to the approval from the Board of Supervisors.

Where the Board of Directors does not agree to hold such meeting or fails to give a written reply within 10 days upon receipt of the proposal, it shall be deemed that the Board of Directors is unable or fails to perform its duty of convening a general meeting. In such a case, the Board of Supervisors may convene and preside over the meeting on its own.

Article 9 The Shareholders who individually or jointly hold more than 10% of the shares of the Company shall have the right to request the Board to convene an extraordinary

general meeting, and shall make such request to the Board in writing, and state the subject of the meeting. The Board shall, pursuant to laws, administrative regulations and the Articles of Association, give a written reply on whether to convene the extraordinary general meeting or not within 10 days after receipt of the request.

If agreeing to convene the extraordinary general meeting, the Board of Directors shall, with five days after the resolution of the Board of Directors is made, issue a notice calling for the general meeting. Changes to the original request in the notice shall be subject to the approval of relevant shareholders.

If the Board of Directors does not agree to hold the extraordinary general meeting or fails to give a reply within 10 days after receipt of the request, shareholder(s) severally or jointly holding no less than 10% shares of the Company shall be entitled to request in writing the Board of Supervisors to convene an extraordinary general meeting.

If agreeing to convene an extraordinary general meeting, the Board of Supervisors shall, within 5 days upon receipt of the request, issue a notice calling for the meeting. Changes to the original request in the notice shall be subject to the approval of relevant shareholders.

If the notice of the general meeting is not issued within the specified time limit, it shall be deemed that the Board of Supervisors does not convene and preside over the meeting, in which case, shareholders either individually or jointly holding more than 10% of the Company's shares for more than 90 consecutive days may convene and preside over the meeting by themselves.

Article 10 When the Board of Supervisors or the shareholders decide to convene a general meeting by themselves, they shall notify the Board in writing and file with the SSE.

Before an announcement on general meeting resolutions is made, the shareholding percentage of the convening shareholders shall not be less than 10%.

The Board of Supervisors and the convening shareholders shall submit the relevant supporting evidence to the SSE when issuing the notice and announcing the resolutions of the general meeting.

Article 11 The Board of Directors and the board secretary shall align with the general meeting convened by the Board of Supervisors or the shareholders on their own. The Board of Directors shall provide the register of shareholders as at the record date. If the Board fails to provide the register of shareholders, the convener may request to access the register at securities registration and clearing institution by presenting the relevant announcement of the notice of the general meeting. The register of shareholders obtained by the convener shall be not used for purposes other than the convening of a general meeting.

Article 12 If the Board of Supervisors or shareholders convene a general meeting on their own, the expenses necessary for the meeting shall be borne by the Company.

If the shareholders convene and hold a meeting on their own due to the failure of the Board to hold the meeting as aforesaid, the Company shall bear the reasonable expenses incurred thereby and deduct the amount owed by the Company to the delinquent Directors.

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**Chapter III Proposals and Notices of General Meetings**

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Article 13 The proposal contents shall fall into the terms of reference of the general meeting with definite topics and specific matters for resolution and complying with the relevant provisions of laws, administrative regulations and the Articles of Association.

Article 14 The shareholders individually or jointly holding more than 3% of the shares of the Company may raise temporary proposal and submit it to the convener in writing 10 days before the general meeting is held. The convener shall, within 2 days after the receipt of the proposal, issue a supplementary notice to inform the general meeting of the content of the temporary proposal.

Save as specified above, the convener shall not change the proposal set out in the notice of the general meeting or add new proposals after the said notice is served.

For the proposals not listed in the notice of general meeting or not meeting the provisions of Article 13 of the Rules, the general meeting shall not vote and make resolution.

Article 15 The convener will notify all shareholders of an annual general meeting by way of announcement 20 days prior to the convening thereof, and notify all shareholders of an extraordinary general meeting by way of announcement 15 days prior to the convening thereof.

The extraordinary general meeting shall not decide on matters not specified in the notice.

Article 16 The notice and the supplementary notice of the general meeting shall fully and completely disclose the specific content of all proposals, and all the materials or explanations necessary for the shareholders to make reasonable judgments on the matters to be discussed. If the matters to be discussed require opinions from independent directors, the opinions and reasons of independent directors will be disclosed at the time when the notice of the general meeting or the supplementary notice is issued.

Article 17 When the general meeting intends to discuss the election of directors and supervisors, the notice of the general meeting shall fully disclose the details of the candidates for directors and supervisors, including, as a minimum, the following contents:

(I) personal particulars such as education background, working experience and concurrent positions;

(II) whether there is any connected relationship with the Company or the controlling shareholder and de facto controller of the Company;

(III) number of shares of the Listed Company such candidates hold;

(IV) any penalties imposed by CSRC and other relevant authorities and punishments imposed by stock exchanges.

Save for the directors and supervisors who are elected by way of cumulative voting system, a single proposal shall be put forward for each candidate for directors and supervisors.

Article 18 A notice of general meeting shall indicate the time and place of the meeting and specify the shareholding record date. The interval between the record date and the date of the meeting shall be no more than 7 working days. Once the record date is confirmed, it shall not be changed.

Article 19 After the notice of the general meeting is given, neither the meeting nor the proposals listed in the notice shall be postponed or canceled without due causes. In the event of a delay or cancellation, the convener shall make an announcement to provide the reasons therefor at least two working days before the scheduled date of convening.

Unless otherwise specified by the relevant laws, administrative regulations, the listing rules of the stock exchange where the shares or GDRs of the Company are listed or these Articles of Association, the notice of general meeting shall be delivered to the shareholder (whether he/she has voting rights at the general meeting or not) by sending to the address of the shareholder listed in the register of shareholders via personal delivery or prepaid mail. For the holders of A shares, the notice of general meeting may also be sent via public announcement.

The aforesaid public announcement shall be published on the website of the stock exchange and in the media that meet the requirements of the CSRC during the meeting notice period specified Article 73 of the Articles of Association and all shareholders of A shares shall be deemed to have received the notice of the relevant general meeting.

#### **Chapter IV Convening of General Meetings**

Article 20 The Company shall hold the general meeting at its domicile or any other place specified in the Articles of Association.

A venue shall be set for the convening of onsite general meetings.

The Company may use safe, economic and convenient online or other means to provide convenience for shareholders to participate in general meetings in accordance with provisions of laws, administrative regulations, CSRC and Articles of Association. Shareholders who participate in the general meeting in the aforesaid manner shall be deemed as present.

Any shareholder entitled to attend and vote at general meeting may attend and vote personally or by appointing one or more persons (who is/are not necessary to be a shareholder(s)) as his proxy (proxies) to attend and exercise the voting right to the extent of the authorization given. The proxy may, as authorized by the shareholder, exercise the following rights:

(I) same right as the shareholder to speak at the general meeting;

(II) requesting to vote by ballot separately or jointly with others;

(III) exercising the voting right by raising hand or ballot, provided that if more than one proxy is entrusted, the shareholder proxies shall vote by ballot only.

Article 21 The voting time well as voting procedures for the online voting or other

voting means shall be specified in the notice of the general meeting.

The voting time for the online voting or other voting means of the general meeting shall not be earlier than 3: 00 p.m. on the day before the on-site general meeting and shall not be later than 9: 30 a.m. on the day of the on-site general meeting, and shall not conclude earlier than 3: 00 p.m. on the day of the on-site general meeting.

Article 22 The Board and other conveners shall take necessary measures to ensure the proper order of the general meeting. Any act that interferes with the general meeting, stirs up troubles or infringes upon the shareholders' legitimate rights and interests shall be stopped by measures and promptly reported to the relevant departments for investigation.

Article 23 All shareholders recorded in the register on the record date or their proxies shall have the right to attend the General Meeting of Shareholders and the Company and the convener shall not refuse on any grounds.

Article 24 A shareholder shall attend a general meeting with his/her stock account card, identity card or any other valid certificates or proof that can show his/her identity. A proxy shall also provide the instrument of proxy of the shareholder and a valid personal identity document.

Article 25 The convener and the lawyer shall jointly verify the qualifications of the shareholders according to the register of shareholders provided by the securities registration and clearing institution, and register the names of each shareholder and the number of shares with voting rights they hold. The meeting registration shall be terminated by the time the meeting presider announces the number of shareholders and proxies present in person at the meeting as well as the total number of shares with voting rights they hold.

Article 26 When the general meeting is held, all the directors, supervisors and the Board secretary of the Company shall attend the meeting, which the president and other senior management members shall attend as a nonvoting delegate.

Article 27 The general meeting convened by the Board of Directors shall be chaired by the chairman of the Board of Directors. If the chairman of the Board is unable or fails to perform his/her duties, the deputy chairman of the Board shall preside over the meeting. If the deputy chairman is unable or fails to perform his/her duties, a director designated by the the Board of Directors shall preside over the meeting. If the Board of Directors fail to designate, the attended shareholders shall elect a presider. If the shareholders cannot elect the presider for any reason, the shareholder present and holding the largest number of shares with voting rights (including the proxy) shall preside over the meeting.

A general meeting convened by the Board of Supervisors shall be presided over by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable or fails to perform his/her duty, a supervisor jointly elected by more than half of the supervisors shall preside over the meeting.

A general meeting convened by shareholders shall be presided over by a representative elected by the convener.

The Company shall formulate the Rules of Procedure for General Meetings. In the event that the general meeting cannot proceed due to violation of the Rules of Procedure

by the presider of the meeting, the general meeting may appoint one person as the presider of the meeting upon consent of a simple majority of the voting shareholders present at the meeting and continue the meeting.

Article 28 At the annual general meeting, the Board and the Board of Supervisors shall make a report on their work over the last year to the general meeting. Each independent director shall also report on their duty performance.

Article 29 The directors, supervisors and senior management members shall provide explanations and statements relating to the queries put forward by the shareholders at the general meeting, unless business secrets of the Company are involved and shall not be disclosed at the general meeting.

Article 30 The meeting presider shall announce the number of shareholders and proxies present and the total number of shares with voting rights they hold before voting. To determine the number of shareholders and proxies present and the total number of shares with voting rights they hold, the meeting register shall prevail.

Article 31 If a shareholder has a related party relationship with matters to be discussed at the general meeting, such shareholder shall abstain from voting and the number of voting shares held by such shareholder will be not included in the total number of voting shares held by shareholders present at the general meeting.

When material issues affecting the interests of minority shareholders are considered at the general meeting, the votes of minority shareholders shall be counted separately, and the results of such separate vote counting shall be disclosed promptly.

The shares held by the Company have no voting rights or are not included in the total number of voting shares held by shareholders present at the general meeting.

Where a shareholder's purchase of the Company's voting shares violates the provisions of paragraphs 1 and 2 of Article 63 of the Securities Law, the voting rights of the shares exceeding the prescribed proportion shall not be exercised within 36 months after the purchase, and such shares shall not be included in the total number of voting shares of the shareholders attending the general meeting.

The Board of Directors, the independent directors, and shareholders holding more than 1% of the voting shares or the investor protection agency established in accordance with Law of the Class shareholders, administrative regulations or provisions of the CSRC can publicly solicit voting rights from the shareholders. When soliciting voting rights from shareholders, the specific voting intention and other information shall be fully disclosed to the solicitation targets. Solicitation of shareholders' voting rights in a paid or disguised paid way shall be prohibited. Except for statutory conditions, the Company shall not impose restrictions on the minimum shareholding proportion against the solicitation of shareholders' voting rights.

Article 32 During the voting at the general meeting on the election of directors and supervisors, a cumulative voting system may be implemented in accordance with the provisions of the Articles of Association or the resolutions of the general meeting. The cumulative voting system shall be adopted by listed company when a single shareholder and its persons acting in concert hold 30% or more of the equity shares.

The above cumulative voting system indicates that each share has the number of voting rights identical to the number of directors or supervisors to be elected, and the voting rights owned by the shareholders may be cumulatively used when the general meeting elects the directors or supervisors.

Article 33 In addition to the cumulative voting system, the general meeting shall resolve on all the proposals separately. In the event of several proposals for the same issue, such proposals shall be voted on and resolved in the order of time at which they are submitted. Unless the general meeting is adjourned or no resolutions can be made for special reasons such as force majeure, voting of such proposals shall be neither shelved nor refused at the general meeting.

Article 34 When considering any proposal, the general meeting shall make no alteration to the proposal; otherwise the relevant alteration shall be deemed as a new proposal and shall not be voted on at the current general meeting.

Article 35 The same voting right shall only be exercised on site, via the Internet or by other means. Where the same vote is cast for two or more times, the first cast shall hold.

Article 36 Shareholders attending the general meeting shall express one of the following opinions on the proposal to be voted on: favor, against, or abstention. Save for the circumstance under which the securities registration and settlement or GDR institution, acting as the nominal holder of Mainland-Hong Kong Stock Connect stocks or A-share underlying stocks corresponding to GDRs, makes reporting in accordance with the instruction of the de facto holder of relevant shares.

An unfilled, wrongly filled, or illegible vote, or an uncast vote shall be deemed to be a waiver of the voting right of the voter, and the voting result for the number of shares he/she holds shall be accounted as “abstain”.

Article 37 Before the relevant proposal is voted on at the general meeting, two representatives of the shareholders shall be elected to take part in counting the votes and scrutinizing the conduct of the poll. Any shareholder who is interested in the matter under consideration and his/her proxy shall not take part in counting the votes or scrutinizing the conduct of the poll.

At the time of deciding on a proposal by voting at the general meeting, lawyers, shareholder representatives and supervisor representatives shall count and scrutinize the votes jointly.

Shareholders of the Company or their proxies shall have right to check the results of their votes through the voting system if they vote via the Internet or other means.

Article 38 An on-site general meeting shall not end before that held on-line or otherwise, and the presider shall announce the voting status and results of each proposal on-site and announce whether the proposal is adopted or not based on the voting results. His/her decision shall be final, and declared at the meeting and recorded into the meeting minutes.

Prior to the formal announcement of the voting results, relevant parties involved in relation to voting on the site of the general meeting, via the Internet or by other means, including the Company, the persons responsible for counting votes and scrutinizing the

voting, substantial shareholders, and Internet service providers, shall be obliged to keep the voting status confidential.

Article 39 Resolutions of the general meeting shall be announced in time, which shall set out the number of shareholders and proxies present at the meeting, the total number of voting shares held by them and their proportion in the total number of voting shares of the Company, voting methods, voting results of each proposal, and details of resolutions adopted.

Article 40 Where the proposals fail to be adopted or if the general meeting changes the resolutions of the previous one, a special notice shall be included in the announcement of the resolutions of the general meeting.

Article 41 The Board secretary shall be responsible for keeping the minutes of the general meeting, which shall contain the following particulars:

(I) the time, and venue of, and the agenda for the meeting, and the name or title of the convener;

(II) the names of the presider of the meeting and the directors, supervisors, the secretary to the Board of Directors, the President and other senior management members in attendance or present in a non-voting capacity;

(III) the number of shareholders and proxies present at the meeting, total number of voting shares held and their respective proportions in the total number of the Company's shares;

(IV) considerations on each proposal, key points and the voting results;

(V) queries and recommendations of shareholders and corresponding answers or explanations;

(VI) the names of the lawyer, vote counter and scrutineer; and

(VII) other particulars that the Articles of Association require to be recorded in the meeting minutes.

The directors, the Board secretary, convener or their representative who attend the meeting, and the meeting presider shall sign the meeting minutes, and guarantee the authenticity, accuracy and integrity of the content of the meeting minutes. The meeting minutes shall be maintained together with the register of names of the shareholders present, the power of attorney for attendance, and the valid documents for the on-line and other forms of voting for a period of not less than 15 years.

Article 42 The convener shall warrant that the general meeting will proceed continuously until the final resolution is made. If the general meeting is suspended or the resolution cannot be made due to force majeure or other special causes, necessary measures shall be taken to resume the general meeting or directly terminate the general meeting, and public announcement shall be made in time. Meanwhile, the convener shall report to the CSRC agency where the Company is domiciled and the SSE.

Article 43 If the general meeting passes a proposal concerning the election of

directors and supervisors, the new directors and supervisors shall take office in accordance with the provisions of the Articles of Association.

Article 44 Where the general meeting adopts the proposal on cash dividend, bonus issuance or conversion of capital reserve into share capital, the Company shall implement the relevant plan in two months after the end of the general meeting.

Article 45 If resolutions adopted at the general meeting of the Company violate laws or administrative regulations, such resolutions shall be null and void.

The Company's controlling shareholders and de facto controller shall not restrict or obstruct minority shareholders from legally exercising the voting rights or prejudice the legitimate rights and interests of the Company and minority shareholders.

Where any of the procedures for convening a general meeting or the means of voting is inconsistent with the laws, administrative regulations or the Company's Articles of Association, or the content of any resolution is inconsistent with the Company's Articles of Association, shareholders may request the People's Court to cancel such resolution within 60 days from the date on which the resolution is made.

## **Chapter V Supervisory Measures**

Article 46 Within a prescribed time period defined by these rules, the Company does not to convene a general meeting without justifiable reasons, the SSE has rights to suspend trading and derivative products of the Company, and require the Board of Directors to give explanations and make an announcement.

Article 47 If the convening and holding of the general meeting and the disclosure of relevant information do not meet the requirements of laws, administrative regulations, the Rules and Articles of Association, the China Securities Regulatory Commission and its agency has the right to order it to make corrections, and the SSE will impose relevant regulator measures or penalties.

Article 48 If directors, supervisors, or secretaries of the Board are in violation of the law, provisions of the administrative regulations, the Rules and Articles of Association, and not earnestly perform their duties, the China Securities Regulatory Commission and its dispatched institution have the right to order them to make corrections, and the SSE will impose relevant regulatory measures or penalties; if the circumstances are serious or have not been corrected, the China Securities Regulatory Commission can make implements to ban the entry of relevant staffs into the securities market.

## **Chapter VI Supplementary Provisions**

Article 49 The announcement or notice mentioned in the Rules refers to the publication of relevant information disclosure contents on the newspapers designated by CSRC. In case of long announcement or notice, the company may choose to make a

summary disclosure of relevant contents on the newspapers designated by the CSRC, but the full text shall be published on the website designated by the CSRC at the same time.

The supplementary notice of the general meeting referred to in these Rules shall be published on the same designated newspaper on which the notice of the meeting is published.

Article 50 The “above” or “within” as mentioned in the Rules shall be inclusive of the relevant figure; while “over”, “less than”, and “more than” shall be exclusive of the relevant figure.

Article 51 Where these Rules are not provided for, the Articles of Association may be implemented with reference to the relevant provisions of the Rules for General Meetings of Listed Companies (2022 Revision).

In case of any inconsistency between these Rules and the Articles of Association, the provisions of the Articles of Association shall prevail.

Article 52 The Rules of Procedure shall be interpreted by the Board of Directors.

Article 53 These Rules shall come into effect from the date on which the GDRs issued by the Company are listed and traded on the Swiss Securities after being considered and approved at the general meeting of the Company, with the same amendments. From the effective date of these Rules, the company's original rules automatically expire.

The Board of Directors of

Yangzhou Yangjie Electronic Technology Co., Ltd

26 October 2022