

---

# **Yangzhou Yangjie Electronic Technology Co., Ltd.**

## **Rules of Procedures for the Shareholders Meeting**

### **Chapter I General Provisions**

Article 1 The Rules is formulated in accordance with the *Company Law of the Republic of China* (hereinafter referred to as *Company Law* the *Securities Law of the Republic of China* (hereinafter referred to as *Securities Law* the *Rules for the Meetings of Listed Companies (Revised in 2025)*, and the *Articles of Association of Yangzhou Yangjie Electronic Technology Co., Ltd.* (hereinafter referred to as the *Articles of Association* for the purpose of regulating the behavior of Yangzhou Yangjie Electronic Technology Co., Ltd. (hereinafter referred to as the *Company* and ensuring the lawful exercise of powers by Shareholders Meeting.

Article 2 The Company shall convene Shareholders Meeting in strict accordance with the relevant provisions of laws, administrative regulations, the Rules, and the Articles of Association to ensure shareholders exercise their rights in accordance with the law.

The Board of Directors shall effectively discharge their responsibilities and organize Shareholders Meetings diligently and in a timely manner. All directors of the Company shall fulfill their duties diligently to ensure the regular convening of Shareholders Meetings and the lawful exercise of their powers.

Article 3 The Shareholders Meeting shall exercise its powers within the scope stipulated in the *Company Law* and the *Articles of Association*.

Article 4 The Shareholders

---

## **Chapter II Convening of Shareholders Meeting**

Article 6 The Board of Directors shall convene the Shareholders Meeting within the deadline specified in Article 4 of the Rules.

Article 7 An independent director has the right to propose to the Board of Directors to hold an extraordinary meeting. For the proposal of an independent director for an extraordinary meeting, the Board of Directors shall, in accordance with the provisions of laws, administrative regulations and the Articles of Association, submit written feedback on the approval or disapproval of holding an extraordinary meeting within ten days upon receipt of the proposal.

Where the Board of Directors approves of holding an extraordinary meeting, it shall give a notice of holding a Shareholders Meeting within five days of the resolution of the Board of Directors. Where the Board of Directors disapproves of holding an extraordinary meeting, it shall explain the reasons and make an announcement.

Article 8 The Audit Committee shall have the right to propose to the Board of Directors to hold an extraordinary meeting, and shall make such a proposal in writing to the Board of Directors. The Board of Directors shall, in accordance with the provisions of laws, administrative regulations and the Articles of Association, submit written feedback on the approval or disapproval of holding an extraordinary meeting within ten days upon receipt of the proposal.

Where the Board of Directors approves of holding an extraordinary meeting, it shall give a notice of holding a Shareholders Meeting within five days of the resolution of the Board of Directors. Any changes to the original proposal in the notice shall be approved by the Audit Committee.

Where the Board of Directors disapproves of holding an extraordinary meeting or does not give feedback within ten days upon receipt of the proposal, it shall be deemed that the Board of Directors is unable to perform or does not perform the duties of convening a Shareholders Meeting. The Audit Committee may convene and preside over such a meeting.

Article 9 Shareholders individually or jointly holding more than 10% of the shares shall have the right to request the Board of Directors to hold an extraordinary meeting and shall make such proposal in writing to the Board of Directors. The Board of Directors shall, in accordance with the provisions of laws, administrative regulations and the Articles of Association, submit written feedback on the approval or disapproval of holding a meeting within ten days upon receipt of the proposal.

Where the Board of Directors approves of holding an extraordinary meeting, it shall give a notice of holding a Shareholders Meeting within five days of the resolution of the Board of Directors. Any changes to the original request in the notice shall be approved by the relevant shareholders.

If the Board of Directors disagrees to hold an extraordinary meeting or does not give

---

a notice to hold a Shareholders Meeting within five days upon receipt of the request. Any changes to the original proposal in the notice shall be approved by the relevant shareholders.

If the Audit Committee fails to issue a Shareholders Meeting notice within the prescribed time limit, it is deemed that the Audit Committee does not convene or preside over a Shareholders Meeting. Shareholders individually or jointly holding more than 10% of the shares for more than 90 consecutive days may convene and preside over a Shareholders Meeting at their own discretion.

Article 10 If the Audit Committee or shareholders decide to convene a Shareholders Meeting, the Audit Committee or shareholders shall notify the Board of Directors in writing and report the matter to the SZSE for the record.

The shareholders convening a Shareholders Meeting shall hold no less than 10% of the total shares of the Company



---

## **Chapter IV Holding of Shareholders Meeting**

Article 20 The Company shall convene Shareholders Meeting at the registered office or at the location specified in the *Articles of Association*.

The Shareholders Meeting shall be held in an on-site meeting format, and shall adopt secure, economical and convenient online or other methods to facilitate the participation of shareholders in the meetings in accordance with laws, administrative regulations, regulations of the CSRC, or the Articles of Association. Shareholders who attend the Shareholders Meeting through the above methods are deemed to be present.

Shareholders who are entitled to attend and vote at a Shareholders Meeting may personally attend the meeting and exercise their voting rights, or they may appoint one or more persons (who need not be shareholders) as his/her proxies to attend and vote within the authorized scope. Such a proxy may exercise the following rights according to his/her appointment by the shareholder:

- i. The right to speak at the Shareholders Meeting;
- ii. The right to demand a ballot by himself/herself or in conjunction with others; and
- iii. The right to vote by hand or by ballot, except that if a shareholder has appointed more than one proxy, the proxy may only exercise the voting rights by ballot.

Article 21 The Company shall clearly specify the voting time and voting procedures of the Internet or other methods in the Shareholders Meeting notice.

Article 22 The Board of Directors and other conveners will take necessary measures to ensure the normal order of the Shareholders Meeting. Measures shall be taken to stop and report to the authorities for investigations into any interference with Shareholders Meeting, provocation or infringement upon the legitimate rights and interests of shareholders.

Article 23 All shareholders or their agents registered on the equity registration date shall have the right to attend the Shareholders Meeting, and the Company and conveners shall not refuse for any reason.

Article 24 Shareholders shall present their ID card or other valid identification documents to prove their identity when attending the Shareholders Meeting. A proxy shall submit a letter of proxy and valid personal identification documents.

Article 25 The convener and the lawyer will jointly verify the legitimacy of the shareholder qualifications based on the registry of shareholders provided by the securities depository and clearing institution, and register the names or appellations of the shareholders and the number of shares held with voting rights. The meeting shall be terminated before the chair of the meeting announces on the spot the number of shareholders and agents attending the meeting and the total number of shares held with voting rights.

Article 26 When a Shareholders Meeting is held, all directors and the Board Secretary of the Company shall attend the meeting. Senior management personnel of the Company shall sit in on the meeting.

---

Article 27 Shareholders Meeting shall be convened by the Board of Directors, and the Shareholders Meeting convened by the Board of Directors is chaired by the Chairman. Where the Chairman cannot or fails to perform his/her duty, the meetings shall be chaired by the Deputy Chairman (if there are two or more vice chairmen in the Company, the Vice Chairman elected by more than half of all directors). Where the Deputy Chairman cannot or fails to perform his/her duty, the meetings shall be chaired by a director appointed by the Board of Directors. If the Board of Directors does not designate anyone, shareholders attending the meeting may elect one person to chair. If, for any reason, the shareholder cannot elect a person to be the chair of the meeting, then the attending shareholder who holds the largest number of voting shares, including his/her proxy, shall serve as the chair of the meeting.

The Shareholders Meeting convened by the Audit Committee shall be chaired by the convener of the Audit Committee. If the convener of the Audit Committee cannot perform or fails to perform his/her duties, a member of the Audit Committee appointed by more than half of all members of the Audit Committee shall chair the meeting.

The Shareholders Meeting convened by the shareholders shall be chaired by the representative elected by the conveners.

Upon holding a Shareholders Meeting, if the chair of the meeting violates the rules of procedure so that the Shareholders Meeting can not continue, with agreement from the shareholders attending the Shareholders Meeting who have more than half of the voting rights, the Shareholders Meeting may elect one person to serve as the chair of the meeting and continue the meeting.

Article 28 At an annual meeting, the Board of Directors shall report to the Shareholders Meeting on their work in the past year and each independent director shall also make a performance report.

Article 29 The directors and senior management personnel shall clarify and explain

---

to exercise voting rights within 36 months after the acquisition, and shall not be counted in the total number of voting shares present at the Shareholders Meeting.

The Company Board of Directors, independent directors, shareholders holding more than one percent of voting shares, or investor protection agencies established in accordance with laws, administrative regulations, or rules of the CSRC may solicit the voting rights of shareholders. In the solicitation of voting rights, the specific voting intentions and other information shall be fully disclosed to the persons solicited. Soliciting voting rights for compensation or in a disguised form shall be prohibited. Apart from legal requirements, the Company shall not impose a minimum shareholding limit on the solicitation of voting rights.

Article 32 The Shareholders Meeting shall implement the cumulative voting system for electing directors as stipulated in the *Articles of Association* or the resolution of the Shareholders

---

When a Shareholders Meeting votes on a proposal, the lawyer and the shareholder representative shall be responsible for the counting and scrutinizing of votes.

The shareholders or their agents who vote via the Internet or by other methods have the right to check their voting results through the corresponding voting system.

Article 38 The ending time of an on-site Shareholders Meeting must not be earlier than that held via the Internet or by other methods. The chair of the meeting shall announce the voting conditions and the result of each proposal, and announce whether the proposal is passed according to the voting result.

Prior to the formal announcement of the voting results, relevant parties such as listed companies, vote counters, scrutineers, major shareholders and network service providers involved in on-site, online and other voting methods of the Shareholders Meeting have confidentiality obligations in respect of voting.

Article 39 The resolutions of a Shareholders Meeting shall be announced in a timely manner. The announcement shall list the number of shareholders and proxies attending the meeting, the total number of voting shares and their proportion in the total number of voting shares of the Company, the voting methods, the voting result for each proposal and the details of the resolutions passed.

Article 40 If a proposal is not passed, or if a Shareholders Meeting changes the resolutions of the previous Shareholders Meeting, special prompts shall be made in the announcement of the resolutions of the Shareholders Meeting.

Article 41 Minutes of Shareholders Meeting are prepared by the Board Secretary and shall include the following content:

- i. Time, place of holding, agenda of the meeting and name or designation;
- ii. Names of the chair of the meeting, and of the directors, Board Secretary, and senior management personnel attending or sitting in on the meeting;
- iii. The number of shareholders and proxies attending the meeting, the total number of shares held with voting rights before the 2 G[2 G62(nd )10(prox1(e)4((ld w]T]4(o)3(rtion )-10(9)13(sha)1



---

Article 49 For the purposes of the Rules, announcement and notice