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**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

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## **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 give20(s )-30(of)-6( )-2

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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 before a resolution of the Shareholders Meeting is announced.

The Audit Committee and shareholders convening the meeting shall submit relevant documentary proofs to the SZSE when issuing the notice of the Shareholders Meeting and the announcement on the resolutions of the Shareholders Meeting.

Article 11 The Board of Directors and the Board Secretary shall cooperate with the Shareholders Meeting convened by the Audit Committee or shareholders. The Board of Directors shall provide the register of shareholders as on the equity registration date. If the Board of Directors does not provide a list of shareholders, the convener can obtain it by applying to a securities depository and clearing institution using the relevant announcement for convening a Shareholders Meeting. The shareholder list obtained by the convener shall not be used for purposes other than convening the Shareholders Meeting.

Article 12 Expenses necessary for Shareholders Meeting convened by the Audit Committee or shareholders shall be borne by the Company.

### **Chapter III Proposals and Notices of Shareholders Meeting**

Article 13 The contents of proposals shall fall within the scope of the power of the Shareholders Meeting, with specific issues and specific matters for resolution, and shall comply with the relevant provisions of laws, administrative regulations and the Articles of Association.

Article 14 Shareholders independently or jointly holding more than 3% of the shares may submit a temporary proposal and submit it in writing to the convener ten days before a Shareholders Meeting. The convener shall issue a supplementary Shareholders Meeting notice within two days after receiving the proposal and announce the content of the temporary proposal.

Except as prescribed in the above paragraph, after having circulated the notice for a Shareholders Meeting, the convener shall not change the proposals included in the notice for the Shareholders Meeting or add any new proposals.

Shareholders Meeting shall not vote on or make any resolution on any proposals that are not listed in the Shareholders Meeting notice or that do not comply with the

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provisions of Article 13 of the Rules.

Article 15 The convener will notify all shareholders by way of public announcement 20 days prior to the annual meeting. For an extraordinary meeting, all shareholders will be notified by way of public announcement 15 days before the meeting.

An extraordinary meeting may not decide on matters not specified in the notice or announcement.

Article 16 The full details of all the proposals shall be fully and completely disclosed in the Shareholders Meeting notice and the supplementary notice, as well as all information or explanations necessary for shareholders to make a reasonable judgment on the matters to be discussed. Where a matter to be discussed requires the consent of a majority of the independent directors or deliberation by a special meeting of independent directors, the consent of the independent directors or the situation regarding the convening of the special meeting of independent directors will be disclosed at the same time when the notice of the Shareholders Meeting or the supplementary notice is published.

Article 17 If the Shareholders Meeting intends to discuss the election of directors, the Shareholders Meeting notice will fully disclose the details of the candidates for the directors, including at least the following contents:

- i. Academic background, working experiences, concurrent jobs and other personal information;
- ii. Whether the candidates are related to the Company or the controlling shareholder and de facto controller of the Company;
- iii. Number of shares the candidates hold in the listed companies; and
- iv. Whether the candidates have been penalized by CSRC and other relevant departments or punished by stock exchanges.

Except for the election of directors by the cumulative voting system, each director candidate shall be proposed as a single proposal.

Article 18 The Shareholders Meeting notice shall specify the meeting time and location, and determine the equity registration date for shareholding.

Article 19 After a Shareholders Meeting notice is issued, the Shareholders Meeting shall not be postponed or cancelled without just cause and the proposals listed in the Shareholders Meeting notice shall not be cancelled. In the event of postponement or cancellation, the convener shall make an announcement and explain the reasons at least two working days prior to the scheduled date of the meeting.

Unless otherwise provided by laws, administrative regulations, the listing rules of stock exchanges where the shares or GDRs are listed, or the *Articles of Association*, the Shareholders Meeting notice shall be given by way of public announcement.

The public announcement referred to in the preceding paragraph shall be published on the website of the stock exchange and in media that meet the requirements specified by the CSRC within the period required by Article 60 of the *Articles of Association* for meeting notice. Once the announcement is made, all shareholders shall be deemed to have received the notice of the relevant Shareholders Meeting.

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## **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.

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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

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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 Meeting. The cumulative voting system shall be adopted when the proportion of shares in which a single shareholder and parties acting in concert with him/her are interested is 30% and more.

The cumulative voting system referred to in the preceding paragraph means that each share has the same voting rights as the number of directors to be elected during the election of directors at a Shareholders Meeting, and the voting rights held by shareholders can be used centrally.

Article 33 In addition to the accumulative voting system, a Shareholders Meeting shall vote on each proposal one by one. If there are different proposals for the same issue, the proposals shall be voted on in the order in which they are proposed. Except when the Shareholders Meeting is suspended or unable to make a resolution due to force majeure or other special reasons, the Shareholders Meeting will not put off the voting on a proposal or refuse to vote on the proposal.

Article 34 When the Shareholders Meeting considers a proposal, it will not modify the proposal; otherwise, the relevant change shall be regarded as a new proposal and shall not be voted on at such Shareholders Meeting.

Article 35 The same voting right can only be exercised via one of the on-site, online or other voting methods. In the event of repeated voting by the same voting right, the result of the first vote shall prevail.

Article 36 Shareholders attending the Shareholders Meeting shall express one of the following opinions on the proposals presented for voting: Agree, oppose or abstain. Securities depository and clearing institutions, acting as nominal holders of stocks under the mainland-Hong Kong Stock Connect mechanism, or as GDR depository institutions acting as nominal holders of the underlying A-shares for GDRs, except for declarations made based on the actual expression of intent.

Votes that are unfilled, mistakenly filled or illegible, and votes not cast are considered as right to abstain from voting. The voting results of the number of shares held by them shall be counted as abstentions.

Article 37 Before a vote on a proposal is taken at a Shareholders Meeting, two shareholder representatives shall be elected to participate in the counting and scrutinizing of the votes. In the event that the matters to be deliberated are related to the shareholders, the relevant shareholders and proxies shall not participate in the counting and scrutinizing.

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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 vote and their proportion of the total shares of the Company;
- iv. The process of consideration of each proposal, key points of speeches and voting results;
- v. The opinions or suggestions on the \_\_\_\_\_ questions and the corresponding replies or explanations;
- vi. Names of the lawyer, vote counter and scrutineer; and
- vii. Other content to be included in the minutes of the meeting as stipulated in the Articles of Association.

The directors, Board Secretary attending the Shareholders Meeting, the convener or its representative and the chair of the meeting shall sign the minutes of the meeting and ensure that the contents of the minutes are true, accurate and complete. The minutes of the meeting shall be kept together with the attendance records of the attending shareholders, the letters of proxy for proxies attending the meeting, and the valid information for voting via the Internet and by other methods for 10 years.

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Article 42 The convener shall ensure that a Shareholders Meeting is held continuously until a final resolution is reached. If the Shareholders Meeting is suspended or unable to make a resolution due to force majeure or other special reasons, it shall take necessary measures to resume the holding of the Shareholders Meeting as soon as possible or terminate the Shareholders Meeting directly and make an announcement in a timely manner. Meanwhile, the convener shall report the matter to the local office of the CSRC in the place where the Company is located and the SZSE.

Article 43 After a Shareholders Meeting approves a proposal for the election of directors, the new directors shall take office as specified in the Articles of Association.

Article 44 If a Shareholders Meeting approves a proposal for share capital increase via cash dividend distribution, bonus issue or capital reserve capitalization, the Company will implement the specific plan within two months after the conclusion of the Shareholders Meeting.

Article 45 In case of violation of laws and administrative regulations, a resolution of a Shareholders Meeting shall be deemed to be invalid.

The controlling shareholder and de facto controller of the Company shall not restrict or obstruct small and medium-sized investors from exercising their voting rights in accordance with the law, or harm the legitimate rights and interests of the Company and small and medium-sized investors.

In case the procedure for convening a Shareholders Meeting and the voting method are in breach of laws, administrative regulations or the Articles of Association, or the content of the resolution violates the Articles of Association, shareholders may, within 60 days subsequent to the adoption of the resolution, request a court to rescind the resolution.

## **Chapter V Regulatory Measures**

Article 46 If the Company fails to convene a Shareholders Meeting without justifiable reasons within the prescribed period stipulated in the Rules, the SZSE shall suspend trading of the listed stocks and derivatives, and require the Board of Directors to provide an explanation and make an announcement.

Article 47 In case the convening and holding of a Shareholders Meeting and disclosure of information are in breach of laws, administrative regulations or the Articles of Association, the CSRC and its regional office have the right to mandate the Company or relevant accountable persons to make corrections within a specified period, and the SZSE will take relevant regulatory measures or impose disciplinary actions.

Article 48 In case the directors or Board Secretary violate laws, administrative regulations, the Rules, or the Articles of Association, and fail to fulfill their duties diligently, the CSRC and its regional office have the right to mandate them to make corrections. The SZSE may take relevant regulatory measures or impose disciplinary actions. In cases of serious circumstances or failure to correct the violations, the CSRC may impose a ban on relevant individuals from the securities market.

## **Chapter VI Supplementary Provisions**

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