

**GOLDWIND SCIENCE&TECHNOLOGY
CO., LTD.**

**Rules of Procedure for the Supervisory
Committee**

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Chapter 1 General Provisions

- 1.1 The Rules of Procedure for the Supervisory Committee of GOLDWIND SCIENCE&TECHNOLOGY CO., LTD. (the “**Company**”) (the “**Rules of Procedure**”) are formulated in accordance with the Company Law of the PRC (the “**Company Law**”), the Securities Law of the PRC, the Guidelines on Articles of Association, the Listing Rules of Shenzhen Stock Exchange, the No. 1 Self-regulatory Guidelines for Listed Companies of Shenzhen Stock Exchange–Standardized Operation of Companies Listed on the Main Board, other relevant laws, administrative regulations and normative documents, and the Articles of Association of GOLDWIND SCIENCE&TECHNOLOGY CO., LTD. (the “**Articles of Association**”) to further regulate the discussion methods and procedures of the Board, to promote Supervisory Committee to legally perform their duties, and to improve the standard operations and scientific decision-making levels of the Supervisory Committee.

The Rules of Procedure will be revised from time to time in lines with relevant laws, administrative regulations, normative documents and the Articles of Association. In case of any conflict between the provisions of the Rules of Procedure and the provisions of relevant laws, administrative regulations, normative documents and the Articles of Association, the relevant provisions of relevant laws, administrative regulations, normative documents and the Articles of Association shall prevail.

- 1.2 The Chairman of the Supervisory Committee shall take charge of the daily work of the Supervisory Committee. The Chairman of the Supervisory Committee may ask the Securities Affairs Representative or other personnel of the Company to assist him/her in handling the daily affairs of the Supervisory Committee.

Chapter 2 Composition and Qualification of the Supervisory Committee

- 2.1 The Company shall establish a Supervisory Committee. The Supervisory Committee shall comprise five supervisors, including a Chairman. Each term of office of supervisors is three years, renewable upon re-election. In the event that a supervisor’s term of office expires and a new member of the Supervisory Committee is not re-elected in time or the resignation of any supervisor results in the number of members of the Supervisory Committee falling below the quorum, the existing supervisor shall continue to perform his/her duties in accordance with the requirements of laws, administrative regulations and the Articles of Association until the re-elected supervisor assumes office.

The appointment and removal of the Chairman of the Supervisory Committee shall be approved by more than half of the members of Supervisory Committee.

The Chairman of the Supervisory Committee shall organize to perform the duties of the Supervisory Committee.

- 2.2 The Supervisory Committee shall consist of three shareholder representatives and two employee representatives. Supervisors representing shareholders shall be elected or removed by the shareholders' general meeting, while supervisors representing employees shall be democratically elected or removed by the Company's employees.
- 2.3 The directors, president, vice president, chief financial officer and other senior management and their spouses and immediate family members during the term of office of directors and senior management may not concurrently serve as supervisors.
- 2.4 Supervisors shall abide by laws, administrative rules and the Articles of Association. They shall perform the obligations faithfully and diligently. They shall not abuse their authority of office to obtain bribes or other illegal income and not misappropriate the property of the Company.
- 2.5 Supervisors shall ensure that the Company discloses information in a timely and fair manner, and the information disclosed is true, accurate, and complete and that they sign written confirmations of the periodic reports.
- 2.6 Supervisors shall not use their relationship to prejudice the Company's interests, and shall be liable for indemnification to any loss so caused to the Company.
- 2.7 Supervisors shall be liable for compensation if the Company incurred any losses due to violations of applicable provisions of laws, administrative regulations, department rules or the Articles of Association on the part of the Supervisors in performing their duties.

Chapter 3 Duties and Powers of Supervisory Committee

- 3.1 The Supervisory Committee shall be responsible to the shareholders' general meeting and shall perform the following duties and powers:
 - (1) shall put forward written review opinions for the securities issuance documents and periodic reports prepared by the Board of Directors and sign written confirmation. In the event that the truthfulness, accuracy, completeness of the securities issuance documents and periodic reports cannot be guaranteed or there exists disagreement, supervisors shall express their opinions and state

reasons in the written confirmation which the Company should disclose. If the Company does not disclose, supervisors may directly apply for disclosure;

- (2) to examine the Company's financial affairs;
- (3) to supervise the work of directors and senior management personnel and to propose removal of directors and senior management personnel who have violated laws, administrative regulations, the Articles of Association or resolutions of general meetings;
- (4) to demand rectification from directors and senior management personnel when the acts of such persons are harmful to the Company's interest;
- (5) to propose to convene an extraordinary general meeting, and where the Board fails to perform the duties in relation to convening or presiding over a general meeting as required by the Company Law, to convene and preside over the general meeting;
- (6) to put forward proposals to general meetings;
- (7) to take legal actions against directors and senior management personnel in accordance with Article 151 of the Company Law;
- (8) to conduct investigations whenever unusual conditions of operation of the Company arises and if necessary, to engage professional institutions such as firms of accountants and lawyers to assist in the investigations at costs of the Company.
- (9) other duties and powers specified by the Articles of Association.

3.2 Supervisors may attend meetings of the Board of Directors as non-voting participants, and make enquiry or suggestion regarding matters to be resolved thereat.

Chapter 4 Notification and Convening of Meetings

4.1 Supervisory Committee meetings are divided into regular meetings and extraordinary meetings

Regular meetings of the Supervisory Committee shall be held at least once every six months. The Supervisory Committee shall convene an extraordinary meeting in any of the following situations:

- (1) if proposed by the Supervisory Committee;
- (2) if proposed in the event that the shareholders' general meeting and the Board of Directors pass resolutions that violate laws, regulations, rules, various regulations and requirements of the regulatory authority, the Articles of Association, resolutions of the company's general meeting and other relevant regulations;
- (3) if proposed in the event that the misconduct of directors and senior management personnel may cause significant damage to the company or

- adversely affect in the market;
- (4) if the shareholders are taking legal actions against the Company, directors supervisors and senior management personnel;
 - (5) if proposed in the event that the Company, directors, supervisors, and senior management personnel are punished by the securities regulatory authority or publicly condemned by the stock exchange;
 - (6) if required by the securities regulatory department;
 - (7) Other circumstances specified in the Articles of Association.
- 4.2 The Supervisory Committee shall solicit proposals from all supervisors before issuing a notice of convening a regular meeting of the Supervisory Committee. When soliciting proposals and opinions, it should state that the Supervisory Committee focuses on the supervision of the Company's standardized operations and behaviors of directors and senior management personnel rather than the Company's management decisions.
- 4.3 The Chairman of the Supervisory Committee shall convene and preside over the meetings of the Supervisory Committee. Where the Chairman of the Supervisory Committee is incapable of performing or fails to perform his/her duties, a supervisor elected by not less than half of the supervisors shall convene and preside over Supervisory Committee meetings.
- 4.4 The Company shall submit the notice of convening Supervisory Committee 10 days prior thereto and submit it to all supervisors by direct delivery, fax, e-mail or other means.

In case of convening extraordinary meetings because of emergency or special events, the notice period for extraordinary meetings shall not be subject to the notification limit of the preceding paragraph.

- 4.5 The notice of Supervisory Committee shall include the following details:
- (1) date and venue of the meeting and meeting period;
 - (2) matters to be considered (proposals of the meeting);
 - (3) the convener and presider of the meeting;
 - (4) contact person and contact information;
 - (5) the date of notification.
- 4.6 The convening of Supervisory Committee meetings is based on the principle of on-site meetings. If necessary, with the premise of ensuring that supervisors can fully express their opinions and the consent of the convener (presider), it shall also be held by video, telephone, or signing a written resolution. Supervisory Committee meetings shall also be convened on site simultaneously with other methods.

If not held on-site, the number of supervisors present at the meeting shall be

calculated by supervisors who shown by video and expressed their opinions during the telephone conference, and the actual receipt of valid votes such as fax or e-mail within the prescribed time limit.

Supervisors should be deemed to attend the Supervisory Committee meeting in person in the event that any supervisors attend Supervisory Committee meetings through telephone, video or other electronic communication facilities, and that all supervisors participating in the meeting can talk to each other.

- 4.7 Supervisors shall attend Supervisory Committee meetings in person. If a supervisor is unable to attend a Supervisory Committee meeting due to whatever reasons, he/she shall review meeting materials in advance to form a clear opinion, and appoint another director in writing to attend on his/her behalf.

The form of entrustment shall state:

- (1) The name and ID number of the appointer and proxy;
- (2) The reason why the appointer cannot attend the meeting;
- (3) The scope of the appointer's authorization and instructions on voting on proposals;
- (4) The signature and date of the appointer and proxy.

The proxy shall submit a written form of entrustment to the meeting presider and state the entrusted attendance in the meeting registration book.

- 4.8 The appointer and proxy attending Supervisory Committee meetings shall obey the following principles:

Supervisors shall not appoint other supervisors to attend meetings without specifying their own intentions to vote on proposals, and relevant supervisors shall not accept discretionary entrustment and entrustment with unclear authorization.

A supervisor shall not accept the entrustment of more than two supervisors, nor shall a supervisor appoint a supervisory who has accepted the entrustment of two other supervisors to attend on his/her behalf.

Chapter 5 Procedure and Voting

- 5.1 Supervisory Committee meetings shall be held only if more than half of supervisors are present.

If relevant supervisors refuse or neglect to attend meetings resulting in meetings cannot meet the minimum number of people required for the opening of meetings,

other supervisors shall promptly report to the regulatory authority.

The Secretary of the Board of directors and the Securities Affairs Representative shall attend the Supervisory Committee meeting.

5.2 Motions or matters that need to be voted on the agenda of meetings shall be carefully considered and discussed before voting. Supervisors can speak freely, and can also express their opinions in writing.

5.3 The Supervisors Committee shall vote on each proposal on the agenda, and shall not shelve or refuse to vote for any reason. If there are different proposals for the same matter, the Supervisory Committee shall vote in the chronological order in which the proposals are made and make a resolution on the matter.

Voting by Supervisory Committee which uses written ballot shall be conducted by one person and one vote.

5.4 Each Supervisor shall be entitled to one vote. Resolutions of the Supervisory Committee meeting shall be put to vote by open ballot in writing.

Supervisors' voting intentions are divided into approval, opposition and abstention. The participating supervisors shall vote on one of the above intentions. If they do not vote or choose more than two intentions at the same time, the presider of meetings shall request the relevant supervisors to re-select. Those who refuse to vote again are regarded as abstaining and those who leave the venue halfway without voting are regarded as abstaining.

Resolutions of the Supervisory Committee shall be passed by more than half of the members of the Supervisory Committee.

5.5 Supervisors shall be accountable for resolutions of the Supervisory Committee. If resolutions violate the laws, regulations or Articles of Association thus causing losses to the Company, the supervisors voting in the resolutions shall be liable to compensate the Company's losses. However, if it is verified that supervisors have stated their objections when voting, which is recorded in the minutes, they may be exempted from such liability.

5.6 The written name list resolution of supervisors shall be kept together with meeting minutes of the Supervisory Committee.

5.7 Participations attending meetings jointly elect a supervisor to be responsible for the counting of votes. The counting representative announces the voting results on the spot. The presider of meetings decides whether the resolution of the Supervisory Committee is passed or not based on voting results, and shall announce the voting

results at the meeting. The voting results of resolutions is included in the meeting minutes.

Chapter 6 Minutes of Meetings

6.1 Relevant staff shall make records of on-site meetings. Supervisors attending meeting shall confirm the minutes of meetings by signing. In the event that supervisors have different opinions on the minutes of meetings, they may make a written explanation when signing. If necessary, supervisors shall report to the supervisory authority in time, and may also make a public statement.

Supervisors who fail to confirm by signing in accordance with the provisions of the preceding paragraph, and do not make written explanations to their different opinions or report to the regulatory authorities or make a public statement, shall be deemed to fully agree with the contents of the minutes of meetings.

6.2 Supervisory Committee meeting files, including meeting notices, meeting materials, meeting sign-in books, form of entrustment of proxies, votes, meeting minutes signed by supervisors attending meetings, resolutions, etc. Supervisory Committee meeting files shall be kept for a minimum 10 years.

6.3 The minutes of Supervisory Committee meetings shall be including the followings:

- (1) Session, time, venue and methods of meetings;
- (2) Convener and presider of meetings;
- (3) Attendance of meetings;
- (4) Proposals reviewed by meetings; main points and main opinions of each supervisor's statement for each resolution and results of voting;
- (5) The method and results of voting for each proposal (State the specific number of votes for consent, opposition and abstention);
- (6) Other matters deemed necessary by supervisors attending meetings.

For meetings of Supervisory Committee convened by means of communication, minutes shall be sorted out in accordance with the above provisions.

Chapter 7 Resolution Announcement

7.1 The Secretary of the Board of directors shall arrange for the Secretary's office of the Board of directors to handle the announcement of resolutions of the Supervisory Committee in accordance with the relevant provisions of the stock listing rules of the stock exchange.

7.2 Supervisors shall urge the relevant personnel to implement resolutions of the

Supervisory Committee. The Chairman of the Supervisory Committee shall notify the implementation of resolutions that have been formed at Supervisory Committee meetings.

Chapter 8 Supplementary Provisions

- 8.1. The Supervisory Committee shall promptly a revised draft of these rules and submit it to the shareholders' general meeting for consideration in any of the following situations:
- (1) a situation that the matters stipulated in these Rules of Procedure conflict with the provisions of the laws, regulations or regulatory documents after the revision of relevant national laws, regulations or regulatory documents, or the formulation and promulgation of new laws, regulations or regulatory documents;
 - (2) a situation that the matters stipulated in the Rules of Procedure conflict with the provisions of the Articles of Association after they are revised;
 - (3) Supervisory Committee or general meeting of shareholders propose to amend Rules of Procedure.
- 8.2. The matters not covered in the Rules of Procedure shall be implemented in accordance with the relevant national laws, administrative regulations, regulatory documents and the Articles of Association.
- 8.3. All references to “over” in the Rules of Procedure shall be inclusive of the stated figure.
- 8.4. The Rules of Procedure shall be interpreted by the Supervisory Committee.
- 8.5. The Rules of Procedure is prepared by the Supervisory Committee as an annex to the Articles of Association, and will be implemented on the date of approval by the general meeting of shareholders.