

SICC Co., Ltd.

Rules of Procedure for General Meeting

Chapter I General Provisions

Article 1 In order to regulate the conduct of the Company and to ensure that the general meeting legitimately exercises its functions and powers, the Rules are formulated in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Securities Law of the People's Republic of China (the "Securities Law"), the Rules for the General Meeting of Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules") and the regulatory rules of the securities regulatory authorities and stock exchanges in the place where the Company's shares are listed (collectively the "securities regulatory rules of the place where the Company's shares are listed") and other relevant laws, regulations, normative documents, as well as the provisions of the Articles of Association of SICC Co., Ltd. (the "Articles of Association").

Chapter II Functions and Powers of the General Meeting

Article 2 The general meeting shall be composed of all shareholders. The general meeting shall be the authority of power of the Company and shall exercise the following functions and powers according to law:

- (I) To elect and replace Directors and Supervisors who are not employee representatives, and to decide matters relating to the remuneration of Directors and Supervisors;
- (II) To consider and approve reports of the Board of Directors;
- (III) To consider and approve the Company's profit distribution plan and loss recovery plan;
- (IV) To resolve on increase or decrease of the registered capital of the Company;
- (V) To resolve on issuance of bonds of the Company;
- (VI) To resolve on the merger, division, dissolution, liquidation, or changes of the corporate form of the Company;
- (VII) To amend the Articles of Association;
- (VIII) To adopt resolutions on the Company's appointments and dismissals of accounting firms undertaking the Company's audit work;

- (IX) To consider and approve related party transactions between the Company and its related parties (excluding provision of guarantees) involving an amount exceeding RMB30 million and accounting for more than 1% of the latest audited total assets or market value of the Company;
- (X) To consider and approve the transactions specified in Article 3 in the Rules;
- (XI) To consider and approve the guarantees specified in Article 4 in the Rules;
- (XII) To consider the Company's purchase or disposal of major assets within one year with the amount exceeding 30% of the latest audited total assets of the Company;
- (XIII) To consider and approve matters relating to the changes in the use of proceeds;
- (XIV) To consider equity incentive plan and employee share ownership scheme;
- (XV) To make any resolution regarding the disposition of the Company's core technical secrets or resolution that may have a significant impact on the Company's core technical secrets;
- (XVI) The annual general meeting of the Company may authorize the Board to approve the issuance of shares with a total financing amount of not more than RMB300 million and not more than 20% of the net assets as at the end of the latest year to specific subscriber(s), and such authorization will expire on the date of the annual general meeting for the next year.
- (XVII) To consider other matters as required by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association which shall be decided by a general meeting.

The general meeting may authorize the Board of Directors to adopt resolutions regarding the issuance of corporate bonds.

Unless otherwise provided by laws, administrative regulations, or the securities regulatory rules of the place where the Company's shares are listed, the aforementioned functions and powers of the general meeting shall not be conferred to the Board of Directors or any other institution or individual. Where other functions and powers of the general meeting are delegated to the Board of Directors or any other institution or individual, such delegation shall comply with the authorization principles stipulated by laws, administrative regulations, departmental rules, normative documents, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association, and shall clearly define the specific content of the authorization.

Article 3 Except for the provision of guarantees and transactions conducted in the ordinary course of business, any transaction of the Company that meets any of the following criteria shall, after being reviewed and approved by the Board of Directors, be submitted to the general meeting for consideration:

- (I) The total amount of assets involved in the transaction (if the assets involved have both book value and valuation, whichever is higher) accounts for over 50% of the latest audited total assets of the Company;
- (II) The transaction amount accounts for over 50% of the Company's market value;
- (III) The net assets of the transaction subject (such as equity) accounted for over 50% of the Company's market value in the latest accounting year;
- (IV) The business income of the transaction subject (such as equity) accounts for over 50% of the audited business income of the Company in the latest accounting year, and exceeds RMB50 million;
- (V) The profits generated from the transaction account for more than 50% of the audited net profit of the Company in the latest accounting year, and exceed RMB5 million;
- (VI) The net profit of transaction subject (such as equity) accounts for more than 50% of the audited net profit of the Company in the latest accounting year, and exceeds RMB5 million;
- (VII) Other trading circumstances stipulated by laws, regulations, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association.

If the data involved in the above index calculation is negative, the absolute value of the data shall be taken.

For the purpose of the preceding paragraph, the transaction amount refers to the amount payable for the transaction as well as any debts and expenses assumed, and the market value refers to the arithmetic average of the closing market value over the ten trading days preceding the transaction.

Where the transaction arrangement involves consideration that may be paid or received in the future, does not involve a specific amount or is determined according to set conditions, the expected maximum amount is the transaction amount.

For similar transactions related to the transaction subject that occur within a 12-month period, the Company shall apply the aforementioned provisions in accordance with the principle of cumulative calculation. Transactions that have fulfilled the relevant review procedures in accordance with the aforementioned provisions shall no longer be included in the scope of the relevant cumulative calculation.

The general meeting shall exercise its functions and powers within the scope permitted by law and shall not interfere with shareholders' disposition of their own rights.

Article 4 The following acts of external guarantee of the Company shall be submitted to the general meeting for deliberation and approval after being deliberated and approved by the Board of Directors of the Company:

- (I) Any guarantee to be provided after the total amount of external guarantees provided by the Company and the subsidiaries it controls has exceeded 50% of the audited net assets in the latest period;
- (II) Any guarantee provided after the total amount of the Company's external guarantees exceeds 30% of the audited total assets in the latest period;
- (III) The amount of the guarantee provided to others by the Company exceeds 30% of the Company's latest audited total assets within one year;
- (IV) Any guarantee to be provided for a party whose ratio of liabilities to assets exceeds 70%;
- (V) The single guarantee for an amount more than 10% of the net assets audited in the latest period;
- (VI) The guarantee to be provided to a shareholder, an de facto controller and his/her related party;
- (VII) Other guarantee circumstances stipulated by laws, regulations, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association which are subject to review and approval by the general meeting.

When the general meeting considers a guarantee proposed for a shareholder, an de facto controller and his/her related party, this shareholder or other shareholders controlled by this de facto controller shall not vote for the proposal, which shall have the affirmative votes by a majority of votes held by other shareholders attending the general meeting. When the shareholders' meeting makes a resolution on the guarantee mentioned in Item (III), it shall be adopted by more than two-thirds of the voting rights held by the shareholders present at the meeting.

Where the Company provides a guarantee for its controlling shareholder(s), actual controller(s) and their related parties, the controlling shareholder(s), de facto controller(s) and their related parties shall provide counter guarantee.

Where the Company provides guarantee for a wholly-owned subsidiary, or provides guarantee for a controlling subsidiary and other shareholders of the controlling subsidiary provide guarantee in an equal proportion according to their interests, without prejudice to the interests of the Company, the provisions of Items (I), (IV) and (V) above may be exempted. The Company shall summarize and disclose the aforesaid guarantees in its annual report and semi-annual report.

Chapter III Convening of General meeting

Article 5 General meeting include annual general meetings and extraordinary general meetings. The annual general meeting shall be held once a year within six months after the end of the previous accounting year.

Article 6 The Company shall convene an extraordinary general meeting within two months from the date of the occurrence of any of the following circumstances:

- (I) The number of Directors is less than six;
- (II) The uncovered losses of our Company reach one-third of its total share capital;
- (III) The shareholders with 10% or more shares of the Company separately or jointly request;
- (IV) The Board of Directors considers it necessary;
- (V) The Audit Committee proposes that such a meeting shall be held;
- (VI) Other circumstances conferred by the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Article 7 The Board of Directors shall convene the general meeting on time within the period specified in Articles 5 and 6 of these Rules.

Article 8 The Company will appoint lawyers to issue legal opinions and make public announcements on the following issues when convening general meeting:

- (I) Whether the convening and convening procedures of the meeting comply with laws, administrative regulations and the Articles of Association;
- (II) Whether the qualifications of the participants and conveners are legal and valid;
- (III) Whether the voting procedures and voting results of the meeting are legal and valid;
- (IV) Legal opinions on other related issues as requested by the Company.

Article 9 After approved by a majority of all independent Directors, the independent Director shall have the right to propose to the Board of Directors to convene an extraordinary general meeting. With respect to the proposal of the independent Director requesting the convening of an extraordinary general meeting, the Board of Directors shall give written feedback on whether or not to agree to the convening of an extraordinary general meeting within 10 days after receiving the proposal, in accordance with laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

If the Board of Directors agrees to convene an extraordinary general meeting, it shall issue a notice of convening the general meeting within 5 days after making the resolution of the Board of Directors; if the Board of Directors does not agree to convene an extraordinary general meeting, it shall state the reasons and make a public announcement.

Article 10 The Audit Committee shall have the right to propose to the Board of Directors to convene an extraordinary general meeting, and shall submit such proposal to the Board of Directors in writing. The Board of Directors shall give written feedback on whether or not to agree to convene an extraordinary general meeting within 10 days after receiving the proposal, in accordance with laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

If the Board of Directors agrees to convene an extraordinary general meeting, it shall issue a notice of convening the general meeting within 5 days after making the resolution of the Board of Directors. Any change to the original proposal in the notice shall be approved by the Audit Committee.

If the Board of Directors does not agree to convene an extraordinary general meeting, or fails to give feedback in writing within 10 days after receiving the proposal, it shall be deemed that the Board of Directors is unable or does not perform the duty of convening the general meeting, and the Audit Committee may convene and preside over the meeting on its own.

Article 11 Shareholders who individually or collectively hold more than 10% of the shares of the Company shall request the Board of Directors to convene an extraordinary general meeting and shall submit such request to the Board of Directors in writing. The Board of Directors shall provide written feedback on whether or not to agree to convene an extraordinary general meeting within 10 days after receiving the request, in accordance with laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

If the Board of Directors agrees to convene an extraordinary general meeting, it shall issue a notice convening the general meeting within 5 days after making the resolution of the Board of Directors. Any change in the original request in the notice shall obtain the consent of the relevant shareholders.

If the Board of Directors does not agree to convene an extraordinary general meeting, or fails to give feedback within 10 days after receiving the request, shareholders who individually or collectively hold more than 10% of the shares of the Company shall have the right to propose to the Audit Committee to convene an extraordinary general meeting, and shall submit a request to the Audit Committee in writing.

If the Audit Committee agrees to convene an extraordinary general meeting, it shall issue a notice of convening the general meeting within 5 days after receiving the request, and the consent of the relevant shareholders shall be obtained for any change in the original request in the notice.

If the Audit Committee fails to issue a notice of the general meeting within the prescribed time, it shall be deemed that the Audit Committee has failed to convene and preside over the general meeting. Shareholders who individually or collectively hold more than 10% of the Company's shares for more than 90 consecutive days may convene and preside over the general meeting by themselves.

Article 12 If the Audit Committee or shareholders decide to convene a general meeting on their own, they shall notify the Board of Directors in writing and complete the necessary reports, announcements or filings in accordance with the securities regulatory rules where the shares of the Company are listed.

The Audit Committee or convening shareholders shall complete the necessary report, announcement filing or submission of relevant materials in accordance with the securities regulatory rules and the provisions of the stock exchange of the place where the shares of the Company are listed when issuing the notice of general meeting and the announcement of resolutions of general meeting.

Before the announcement of the resolution of the general meeting, the shareholding ratio of the convening shareholders shall not be less than 10%

Article 13 The Board of Directors and the Secretary to the Board of Directors shall cooperate with the general meeting convened by the Audit Committee or shareholders themselves.

The Board of Directors will provide a register of shareholders as at the date of registration. In the event that the Board of Directors fails to provide the register of members, the convener may apply to the securities registration and settlement institution for obtaining the register of members with the relevant announcements on the convening of the general meeting. The register of shareholders obtained by the convener shall not be used for any purpose other than convening general meetings.

Article 14 The Company shall bear the expenses necessary for general meetings convened by the Audit Committee or shareholders themselves.

Chapter IV Proposals and Notices of General Meetings

Article 15 The content of the proposal shall fall within the scope of power of the general meeting, have clear topics and specific resolutions, and comply with the relevant provisions of laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Article 16 When the Company convenes a general meeting, the Board of Directors, the Audit Committee and shareholders holding more than 1% of the shares of the Company individually or jointly shall have the right to put forward proposals to the Company.

Shareholders who individually or collectively hold more than 1% of the shares of the Company may put forward temporary proposals and submit them to the convener in writing 10 days before the general meeting. The convener shall, issue a supplementary notice of the general meeting announcing the contents of the temporary proposal, within 2 days after receiving the proposal and submit the temporary proposals to the general meeting for consideration, except for the temporary proposals that violate the laws, administrative regulations or the provisions of these Articles of Association, or are not fall within the duties of the general meeting. If the general meeting of shareholders is postponed due to the publication of supplementary notice of the general meeting in accordance with the provisions of the securities regulatory rules of the place where the shares of the Company are listed, the convening of the general meeting shall be postponed in accordance with the provisions of the securities regulatory rules of the place where the shares of the Company are listed.

Except as provided above, the convener shall not modify the proposals listed in the notice of general meeting or add new proposals after sending the notice of shareholder' meeting.

Article 17 If the proposal is not specified in the notice of general meeting or does not comply with provisions of the Rules, the general meeting shall not vote and make a resolution.

Article 18 The convener shall notify each shareholder in writing (including announcement) 20 days before the annual general meeting, and the extraordinary general meeting shall notify each shareholder in writing (including announcement) 15 days before the meeting.

The date of the meeting shall not be included in the calculation of the commencement period.

Article 19 The notice of a general meeting includes the following:

- (I) The time, place and duration of the meeting;
- (II) The matters and proposals to be discussed at the meeting;

- (III) In plain language: all shareholders have the right to attend the general meeting, and may entrust a proxy in writing to attend the meeting and vote. Such a proxy does not need to be a shareholder of the Company;
- (IV) The shareholding registration date of the shareholders entitled to attend the general meeting. The interval between the shareholding registration date of the general meeting and the date of the meeting shall not be more than 7 working days. Once the shareholding registration date is confirmed, it shall not be changed;
- (V) Name and telephone number of the permanent contact person for conference affairs;
- (VI) Voting time and voting procedure for networks or other means.

All the specific contents of the proposals, as well as all the information or explanations necessary for shareholders to make reasonable judgments on the matters to be discussed, shall be fully and completely disclosed in the notice and supplementary notice of the general meeting.

The notice of general meeting shall clearly state the time and procedure of voting via the internet or any other manner. The start time of voting by network or other means at the general meeting shall not be earlier than 3:00 p m on the day before the on-site general meeting, nor later than 9:30 a m on the day of the on-site general meeting, and the end time shall not be earlier than 3:00 p m on the day of the on-site general meeting.

Article 20 If the election of Directors is to be discussed at the general meeting, the notice of the general meeting shall fully disclose the detailed information of the candidates for Directors, including at least the following contents:

- (I) Education background, work experience, part-time job and other personal information;
- (II) Whether there is any relationship with the Company or its Directors, senior management members, controlling shareholders and shareholders holding more than 5% of the shares;
- (III) The number of shares held in the Company;
- (IV) Whether it has been punished by CSRC and other relevant departments and punished by stock exchanges;
- (V) Information of other candidates for Directors required to be disclosed by the securities regulatory rules of the place where the shares of the Company are listed.

Except for the election of Directors by cumulative voting system, each candidate for Director shall submit a single proposal.

Article 21 After the notice of the general meeting has been given, the general meeting shall not be postponed or cancelled without justifiable reasons, and the proposals specified in the notice of the general meeting shall not be cancelled. In case of postponement or cancellation, the convener shall send a notice at least 2 working days before the scheduled date and explain the reasons.

Where the securities regulatory rules of the place where the shares of the Company are listed have special provisions on the procedures for postponing or canceling the general meeting, such provisions shall prevail on the premise of not violating the domestic regulatory requirements.

Chapter V Holding of General Meetings

Article 22 The Company shall convene a general meeting at its domicile the place specified in the Articles of Association or at other place as may be specified in the notice of general meeting. After the notice of the general meeting is issued, the venue of the on-site meeting of general meeting shall not be changed without justifiable reasons. If it is really necessary to change the venue, the convener shall make a public announcement at least 2 working days before the date of the on-site meeting and explain the reasons.

A venue shall be available for a general meeting which shall be held as an on-site meeting in accordance with laws, administrative regulations, the requirements of the CSRC and the Articles of Association. For the convenience of shareholders, the Company shall provide secure, cost-efficient and accessible online and other channels for participation in general meetings in accordance with the securities regulatory rules of the place where the Company's shares are listed.

Shareholders may attend the general meeting in person to exercise their voting rights, or appoint proxies to attend and exercise their voting rights within the scope of authorization.

Article 23 The Company's Board of Directors and other conveners shall take necessary measures to ensure the normal order of the general meeting. Measures shall be taken to stop any behavior that interferes with the operation of the meeting, provokes troubles and infringes upon the legitimate rights and interests of shareholders, which shall also be reported to the relevant departments for investigation and punishment in a timely manner.

Chapter VI Attendance, Entrustment and Chairmanship of the General Meeting

Article 24 All ordinary shareholders who are lawfully registered as at the date of shareholding registration in accordance with the securities regulatory rules of the place where the Company's shares are listed, or their proxies, shall be entitled to attend the general meeting and exercise their voting rights in accordance with relevant laws, regulations, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association (unless individual shareholders are required to waive their voting rights on certain matters under the securities regulatory rules of the place where the Company's shares are listed). The Company or the convener shall not reject their participation for any reason (unless individual shareholders are required to waive their voting rights on certain matters under the securities regulatory rules of the place where the Company's shares are listed). When shareholders attend a general meeting, each share held carries one voting right. Shares held by the Company in itself shall have no voting rights.

A shareholder may attend and vote at the general meeting in person or by proxy (who does not need to be a shareholder of the Company).

Article 25 Individual shareholders attending the meeting in person shall present their personal identity cards or other valid certificates or documents that can verify their identity; proxies attending the meeting shall present their valid identity cards and the proxy statements from the shareholder. Except for a Shareholder who is a recognized clearing house as defined in the relevant laws and regulations in force from time to time under the laws of Hong Kong or the securities regulatory rules of the place where the shares of the Company are listed and its proxy.

Article 26 Corporate shareholders shall be represented at the meeting by the legal representative or a proxy authorized by the legal representative. Legal representatives attending the meeting shall present their personal identity cards or valid documents that can prove its identity as the legal representative; proxies attending the meeting shall present their personal identity cards, the written proxy statement (with the corporate seal) legally issued by the legal representative of the corporate shareholder.

Shareholders of a partnership enterprise shall be represented at the meeting by the managing partner, the delegate appointed by the managing partner, or a proxy entrusted by the managing partner or the delegate appointed by the managing partner. The managing partner or the delegate appointed by the managing partner attending the meeting shall present their personal identity cards, valid documents that can prove its identity as the managing partner or the delegate appointed by the managing partner; proxies authorized to attend the meeting shall present their personal identity cards, the written proxy statement (with the partnership enterprise seal) legally issued by the managing partner of the partnership enterprise or the delegate appointed by the managing partner.

If a shareholder is a Recognised Clearing House (or its proxy(ies)) as defined by the relevant laws and regulations of the place where the Company's shares are listed, such shareholder is entitled to appoint one or more persons or company representatives as it deems fit to act on its behalf at any meeting (including but not limited to the general meeting and the meeting of creditors); where more than one person is authorized, the letter of authorization shall specify the number and class of shares involving each person so authorized. The letter of authorization should be signed by the authorized officer of the Recognised Clearing House. Such persons so authorized shall be entitled to attend the meeting (who are not required to provide the proof of shareholding, the notarized power of attorney and/or further evidence of his duly authorization), speak at the meeting and exercise their rights on behalf of the Recognised Clearing House (or its proxy(ies)) as if they were individual shareholders of the Company.

Article 27 The proxy statement to appoint a proxy to attend the general meeting by a shareholder shall contain the following:

- (I) The name of the principal, as well as the class and number of shares of the Company held by him/her/it;
- (II) The name of the proxy;
- (III) Specific instructions from shareholders, including instructions for voting for or against, or abstaining from voting on each resolution as stated in the agenda of the general meeting;
- (IV) The date of issuance and expiry of the proxy statement;
- (V) The signature (or seal) of the principal. If the principal is a corporate shareholder or a shareholder of a partnership enterprise, the seal of the corporate entity or the partnership enterprise shall be affixed.

Article 28 The proxy statement shall indicate whether the shareholder's proxy may vote at his/her own if the shareholders do not give specific instructions.

Article 29 Where the instrument appointing a proxy is signed by another person authorised by the principal, the power of attorney or other authorisation documents authorised to be signed shall be notarized. The notarised power of attorney or other authorisation documents and the instrument appointing a proxy shall be kept at the domicile of the Company or at other places designated in the notice of the meeting.

Article 30 The Company shall be responsible for the preparation of the meeting attendance register. The meeting attendance register shall state the name (or name of the entity), personal identification number, number of shares with voting rights held or represented, name of person being represented (or name of the entity), and other matters of the persons attending the meeting.

Article 31 The convener and the lawyer engaged by the Company shall jointly verify the legality of shareholders' qualifications according to the shareholders' register provided by the securities registration institution of the place where the Company's shares are listed and the securities regulatory rules of that place, and record the shareholders' names (or titles) and the number of shares held by them with voting rights. Before the chairman of the meeting announces the number of shareholders and proxies attending the meeting and the total number of shares held by them with voting rights, the registration of meeting shall be terminated.

Article 32 Where the general meeting requires directors and senior management members to attend, directors and senior management members shall attend the meeting and answer the inquiries of Shareholders. Subject to compliance with the securities regulatory rules of the place where the shares of the Company are listed, the aforementioned persons may attend or present at the meeting through the internet, video, telephone or other means with equivalent effect.

Article 33 The general meeting shall be presided over by the chairman of the Board. Where the chairman of the Board is unable to or fails to perform his/her duty, a director elected by more than half of all directors shall preside over the meeting.

If a general meeting is convened by the Audit Committee itself, the convener of the Audit Committee shall preside over the meeting. If the convener of the Audit Committee is unable to or fails to perform his/her duties, a member of the Audit Committee elected by more than half of all members of the Audit Committee shall preside over the meeting.

The general meeting convened by Shareholder(s) itself/themselves shall be presided over by the convener or a representative elected by him/her.

In a general meeting, if the chairman of the meeting contravenes the Rules, making the meeting impossible to proceed, with consent from more than half of the attending Shareholders with voting rights, the general meeting may nominate one person to serve as the chairman and continue with the meeting.

Chapter VII Deliberation and Voting on Proposals

Article 34 The general meeting shall deliberate on and vote on the agenda items in the order set out in the meeting notice.

Article 35 The chairman of the meeting or the person designated by him/her shall provide necessary explanations on each agenda item or distribute necessary documents.

Article 36 When the general meeting deliberates on matters involving connected transactions, Shareholders (including their proxies) who have a connected relationship with such matters may, in accordance with the general meeting procedures, present their views to the attending Shareholders and provide explanations in response to inquiries from other Shareholders.

Article 37 The Board of Directors shall give reports on their work in the past year to the general meeting at the annual general meeting. Besides, each independent director shall also make a report on his/her work. The annual work report of independent directors shall be disclosed at the latest when the Company gives notice of its annual general meeting.

Article 38 The directors and senior management members shall make reply and explanation to all queries and proposals of the Shareholders at the general meeting.

Article 39 In any of the following circumstances, the chairman can refuse to answer the questions but shall specify reasons to the Shareholder raising the questions:

- (I) the queries are not related to the proposals;
- (II) the affair under query is to be investigated;
- (III) an answer to such queries will divulge business secrets of the Company or obviously jeopardize the common interests of the Company or the Shareholders;
- (IV) other important affairs.

Article 40 The chairman of the meeting may adjourn the meeting when deemed necessary.

Article 41 Shareholders (including proxies thereof) have the right to speak at the general meeting and exercise their voting rights based on the number of voting shares they represent. Each share is entitled to one vote, unless individual Shareholders are required to abstain from voting on individual matters in accordance with the securities regulatory rules of the place where the shares. On a poll taken at a meeting, a Shareholder (including proxies thereof) entitled to two or above votes need not cast all his/her votes for, or against in the same way.

When considering the material matters affecting the interests of minority investors at the general meeting, the votes by minority investors shall be counted separately, and the results of such separate vote counting shall be publicly disclosed in a timely manner. Among them, minority investors refer to Shareholders other than the directors and senior management members of the listed company, and Shareholders who hold, individually or collectively, more than 5% of the Company's shares.

The shares of the Company held by the Company do not carry voting rights, and shall not be counted in the total number of voting shares represented by Shareholders attending a general meeting.

Shareholders who purchase the voting shares of the Company in violation of the provisions of Clause 1 and Clause 2 of Article 63 of the Securities Law shall not exercise the voting right of the shares that exceed the prescribed ratio within 36 months after the purchase, and such number shall not be counted in the total number of voting shares represented by Shareholders attending a general meeting.

In accordance with the applicable laws, regulations and the Hong Kong Listing Rules, if any Shareholder is required to abstain from voting on a resolution matter, or any Shareholder is restricted to voting only for or only against it, the number of votes cast by or on behalf of such Shareholder in violation of the relevant provisions or restrictions shall not be included in the total number of voting shares.

The Board of Directors, independent directors, Shareholders holding more than 1% of voting shares or investor protection agencies established in accordance with laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, or requirements of the China Securities Regulatory Commission may publicly solicit voting rights from Shareholders. Information including the specific voting intention shall be fully disclosed to the Shareholders from whom voting rights are being solicited. Consideration or de facto consideration for soliciting Shareholders' voting rights is prohibited. The Company shall not impose any minimum Shareholding limit for soliciting voting rights, except for statutory conditions.

Article 42 The chairman of the meeting shall announce the number of Shareholders and proxies attending the meeting and the total number of shares held with voting rights before the vote is taken. The number of Shareholders and proxies attending the meeting in person and the total number of shares held with voting rights are subject to the meeting registration.

Article 43 Where a Shareholder has connected relationship to a matter to be considered at a general meeting, he/she shall recuse himself/herself from voting, and the voting shares held by him/her shall not be counted into the total number of voting shares present at the general meeting.

Article 44 The general meeting shall hold a vote on each motion. If there are different motions concerning a certain matter, the votes thereon shall be taken in the order the motions were proposed. The general meeting will not set aside or not vote on a motion, unless the general meeting is suspended or is unable reach a resolution due to force majeure or other such special reason.

Article 45 When considering a motion, the general meeting may not revise it, and should it do so, such amendment shall be deemed as a new motion and may not be voted on at the current general meeting.

Article 46 When a general meeting votes on the election of directors, cumulative voting may be adopted in accordance with the provisions of the Articles of Association or the resolution of the general meeting. If the proportion of shares in which a single Shareholder of the Company and persons acting in concert with him/her is interested is 30% or more, or a general meeting elects two or more independent directors, the cumulative voting system shall be implemented. The cumulative voting system referred to in the previous paragraph represents voting rights of each share shall be the same as the number of candidates for directors during the election of directors at the general meeting. Shareholders with voting rights may cast all votes to one candidate.

Article 47 Except for the cumulative voting system, the general meeting shall hold a vote on each motion.

Article 48 The same voting right may only be exercised through one method among on-site, online, or other voting means. In the case of duplicate voting using the same voting right, the result of the first vote cast shall prevail.

Article 49 Shareholders attending the general meeting shall express one of the following opinions on the proposals submitted for voting: agree, oppose, or abstain. Where the securities registration and clearing institution acts as the nominee holder of stocks under the Stock Connect mechanism between the Mainland and Hong Kong markets, or recognized clearing houses, as defined in the relevant regulations in force from time to time under the laws of Hong Kong, or their agents which serve as the nominal holders, it shall submit votes according to the instructions of the actual holders.

Ballots that are unmarked, incorrectly filled out, or illegible, as well as uncast ballots, shall be deemed as waivers of voting rights by the voters. The number of shares corresponding to such ballots shall be counted as “abstentions” in the voting results.

Article 50 Before voting on a proposal at the general meeting, two Shareholder representatives shall be elected to participate in the vote counting and scrutiny. Where the matters under review are related to a Shareholder, such Shareholder and their proxy shall not participate in the counting or scrutiny of votes.

When voting on a proposal, the counting and scrutiny of votes shall be jointly conducted by a lawyer and Shareholder representatives, and the voting results shall be announced on the spot. The voting results of resolutions shall be recorded in the minutes of the meeting.

Shareholders of the Company or their proxies who vote via online or other means shall have the right to verify their own voting results through the corresponding voting system.

Article 51 The ending time of a general meeting shall not be earlier than that of online meeting or other access to the meeting. The chairman of the meeting shall announce the voting outcome and results for each proposal, and whether or not such proposal has been passed according to such voting results.

Prior to the formal announcement of voting results, the Company, vote-counters, scrutineers, shareholders, internet service provider and relevant parties involved in voting at the general meeting, online or by other means, shall be obliged to keep the status of voting confidential.

Chapter VIII Resolutions of the General Meeting and Their Implementation

Article 52 The convener shall guarantee the general meeting continues until the final resolution has been adopted. 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 local office of the CSRC where the Company is located and the securities regulatory authority where the Company's shares are listed.

Article 53 The resolutions of a general meeting are classified into ordinary resolutions and special resolutions.

Ordinary resolutions of the general meeting shall be adopted by more than half of the voting rights held by the Shareholders present at the general meeting.

Special resolutions of the general meeting shall be adopted by more than two-thirds of the voting rights held by the Shareholders present at the general meeting.

Article 54 The following matters shall be adopted by way of ordinary resolution of the general meeting:

- (I) the work reports of the Board of Directors;
- (II) profit distribution plans and loss recovery plans formulated by the Board of Directors;

- (III) appointment and removal of members of the Board of Directors, their remuneration and method of payment of their remuneration;
- (IV) other matters other than those required by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association to be adopted by special resolution.

Article 55 The following matters shall be resolved by way of special resolution of the general meeting:

- (I) increase or reduction of registered capital of the Company;
- (II) the division, merger, dissolution and liquidation of the Company;
- (III) to amend the Articles of Association;
- (IV) the purchase or disposal of major assets or guarantees provide to others within one year with an amount exceeding 30% of the latest audited total assets of the Company;
- (V) the share incentive scheme;
- (VI) other matters as required by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association and approved by an ordinary resolution at a general meeting that are deemed to have a material impact on the Company and should be approved by a special resolution.

Article 56 The Company shall not conclude any contract with any person other than a director or senior management members whereby such person is put in charge of the management of all or important business of the Company without the approval by special resolutions at the general meeting.

Article 57 The vote for each deliberated matter shall be announced on-site by a representative of the vote-counters. The chairman of the meeting shall determine whether a general meeting resolution has been passed based on the voting results and shall announce such results at the meeting. The voting results of the resolutions shall be recorded in the meeting minutes.

Article 58 In the event that the chairman of the meeting has any doubt as to the result of a resolution put forward to the vote, he/she may have the votes counted. In the event that the chairman of the meeting fails to have the votes counted, any Shareholder present in person or by proxy who objects to the result announced by the chairman of the meeting may demand that the votes be counted immediately after the declaration of the voting result, and the chairman of the meeting shall have the votes counted immediately.

Article 59 An announcement on the resolutions of a general meeting shall be made promptly. The announcement shall specify the number of Shareholders and proxies attending the meeting, the total number of voting shares they hold, the proportion of such shares to the total voting shares of the Company, the voting method, the voting results of each proposal, and the full text of the resolutions adopted.

Article 60 If a proposal is not adopted, or if the current general meeting modifies the resolutions of a previous general meeting, such matters shall be specifically highlighted in the resolution.

Article 61 If the proposal on election of director is passed at the general meeting, the new director shall assume office in accordance with the Articles of Association.

Article 62 When a general meeting has passed resolutions on the distribution of cash dividends, bonus shares or increase in share capital by conversion of capital reserves, the Company shall implement the specific proposal within 2 months after conclusion of the general meeting. If the specific proposal cannot be implemented within 2 months due to the requirements of laws, regulations and the securities regulatory rules of the place where the Company is listed, the implementation date may be adjusted accordingly in compliance with the relevant regulations and as appropriate.

Article 63 A resolution of the Company's general meeting which is in violation of the laws or administrative regulations shall be null and void.

The controlling shareholder or de facto controllers of the Company shall not restrict or obstruct minority investors from exercising their voting rights in accordance with the law, and shall not prejudice the legitimate rights and interests of the Company and the minority investors.

If the convening procedure or voting method of a general meeting contravenes the laws, administrative regulations, the securities regulatory rules of the place where the Company's shares is listed or the Articles of Association, or if the contents of the resolutions of such meetings contravene the Articles of Association, the Shareholders may request the People's Court to revoke the resolution within 60 days after the date of such resolution. However, this does not apply if such procedures for convening the general meeting, or the voting thereat, have only minor flaws that have no substantial impact on the resolution.

If the Board of Directors, Shareholders, and other relevant parties have disputes regarding the legality of the convener's qualifications, convening procedures, content of proposals, or the validity of resolutions passed at the general meeting, they shall promptly file a lawsuit with the People's Court. Before the People's Court makes a judgment or ruling to revoke the resolution, the relevant parties shall implement the resolution of the general meeting. The Company, its directors, and senior management members shall earnestly perform their duties, promptly implement resolutions of the general meeting, and ensure the normal operation of the Company.

Where the People's Court makes a judgement or ruling on the relevant matter, the Company shall fulfill its obligations to disclose the information in accordance with provisions of laws, administrative regulations, the securities regulatory rules of the place where the Company's shares is listed, fully explain the impact of the judgement or ruling on the Company, and actively cooperate with the authorities in the enforcement of the judgement or ruling after it has come into effect. Where previous matters need to be corrected, the Company shall handle the correction in a timely manner and fulfill its obligations to disclose the information accordingly.

Chapter IX Meeting Minutes and the Attestation and Notarization Thereof

Article 64 The general meeting minutes shall be responsibility of the secretary to the Board of Directors, which shall include the following contents:

- (I) date, venue and agenda of the meeting as well as the name and title of the convenor;
- (II) names of chairman of the meeting and the directors, senior management members who attending the meeting;
- (III) number of Shareholders and proxies who attended the meeting, the total number of voting shares held by them and their proportion to the Company's total number of shares;
- (IV) consideration procedures, the main points of the discussion and the voting results on each of the resolutions considered;
- (V) Shareholders' queries or suggestions and the corresponding replies and explanations;
- (VI) name(s) of the solicitor(s), the person-in-charge of vote-taking and the scrutineer(s);
- (VII) other content required to be included in the minutes pursuant to the Articles of Association.

Minutes of a general meeting shall be signed by the directors present or observe at the meeting, secretary to the Board of Directors, convenor or his/her representative, the chairman of the meeting and ensure that the contents of the meeting minutes are true, accurate, and complete. The meeting minutes shall be kept together with the sign-in register of Shareholders attending the on-site meeting, the powers of attorney for proxies, and valid materials relating to voting via online or other means, and shall be retained for no less than 10 years.

Chapter X Supplementary Articles

Article 65 Unless otherwise provided by relevant national laws, administrative regulations and the securities regulatory rules of the place where the Company's shares are listed, "independent directors" referred in the Rules shall have the same meaning as the "independent non-executive director" defined in the Hong Kong Listing Rules.

Article 66 For the purpose of the Rules, the terms "announcement" or "notice" refer to the publication of company announcements and other disclosure contents on media such as the websites designated by the securities regulatory authority and the stock exchange of the place where the Company's shares are listed. Any supplementary notice of a general meeting under the Rules shall be published in the same designated newspaper where the meeting notice was announced.

Article 67 For the purpose of the Rules, the terms "above", "within", and "below" shall be inclusive, whereas "exceeding", "less than", "beyond", and "more than" shall be exclusive. The term "independent director" in the Rules shall have the same meaning as "independent non-executive director" under the Hong Kong Listing Rules.

Article 68 Matters not covered herein shall be dealt with in accordance with the provisions of the relevant state laws, administrative regulations, normative documents, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association shall apply. If the Rules conflict with any laws, administrative regulations, normative documents, securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association promulgated thereafter, the Rules shall be promptly amended.

Article 69 The Rules shall be prepared, interpreted and amended by the Board of Directors of the Company.

Article 70 The Rules shall come into effect from the date of approval at the general meeting of the Company. From the effective date of the Rules, the original Rules of Procedure for the General Meeting of the Company shall automatically cease to be valid.

SICC Co., Ltd.
October 30, 2025