

SICC Co., Ltd.

Rules of Procedures for Board Meetings

Chapter I General Provisions

Article 1 For the purpose of regulating the decision-making processes and operational procedures of the Board of Directors of SICC Co., Ltd. (the “Company”), ensuring the democratization and scientification of the Company’s decision-making, establishing a corporate governance mechanism adapted to the principles and requirements of the modern market economy, and improving the Company’s corporate governance structure, 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 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 and regulations, as well as the provisions of the Articles of Association of SICC Co., Ltd. (the “Articles of Association”).

The terms referenced in the Rules and any matters not expressly stipulated herein shall be governed by the Articles of Association. No other internal regulations of the Company shall be invoked for interpretation or citation.

Article 2 The Company shall establish a Board of Directors in accordance with the law. The Board of Directors shall exercise its functions and powers in compliance with the relevant provisions of laws, administrative regulations, the securities regulatory rules of the place where the Company’s shares are listed, the Articles of Association and the Rules, and shall be accountable to the general meeting.

Chapter II Composition and Functions and Powers of the Board of Directors

Article 3 The Company shall establish a Board of Directors which shall consist of nine Directors, including three Independent Directors. The Board of Directors shall have a chairman with no vice chairman. The chairman shall be elected by the Board of Directors by a simple majority vote of all directors. The total number of Directors serving concurrently as senior management personnel of the Company shall not exceed one-half of the total number of Directors on the board.

Article 4 The Board of Directors shall exercise the following functions and powers:

(I) To convene the general meeting to present their work reports at such meetings;

- (II) To execute resolutions of the general meeting;
- (III) To decide on the business and investment plans of the Company;
- (IV) To prepare the profit distribution plan and loss makeup plan of the Company;
- (V) To prepare plans for the increase or reduction of the registered capital of the Company, the issuance of bonds or other securities and the listing;
- (VI) To formulate plans for material acquisitions, purchase of shares of the Company, or merger, division, dissolution and change of corporate form of the Company;
- (VII) To decide on external investment, acquisition and disposal of assets, pledge of assets, external guarantee, entrusted financial management, related transactions and external donations within the scope of the Articles of Association and the authorization granted by the general meeting;
- (VIII) To resolve on the establishment of internal management organizations of the Company;
- (IX) To appoint or dismiss the Company's general manager; to appoint or dismiss the secretary to the Board of Directors as nominated by the chairman of the Board; to appoint or dismiss the Company's deputy general manager, chief financial officer (the financial controller), chief technology officer and other senior management members (except the secretary to the Board of Directors) as nominated by the general manager; and determine their remunerations and rewards and penalties;
- (X) To set up the basic management system of the Company;
- (XI) To formulate the proposals for any amendment to the Articles of Association;
- (XII) To manage the disclosure of information by the Company;
- (XIII) To propose to the general meeting the appointment or change of the accounting firm acting as the auditors of the Company;
- (XIV) To listen to the work report of the general manager of the Company and examine the general manager's work;
- (XV) Subject to compliance with securities regulatory rules of the place where the Company's shares are listed, to decide on the acquisition of the shares of the Company (due to circumstances provided in items (III), (V) and (VI) of the first paragraph of Article 25 of the Articles of Association);

(XVI) Other functions and powers authorized by the laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's Shares are listed and the Articles of Association.

Matters beyond the scope authorized by the general meeting shall be submitted to the general meeting for decision.

Article 5 Except as otherwise provided by the securities regulatory rules of the place where the Company's shares are listed, any transaction entered into by the Company (excluding the provision of guarantees and provisions of financial assistance) that meets any of the following criteria shall be submitted to the Board of Directors 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 10% of the latest audited total assets of the Company;
- (II) The business income of the transaction subject (such as equity) accounts for over 10% of the audited business income of the Company in the latest accounting year, and exceeds RMB10 million;
- (III) The net profit of transaction subject (such as equity) accounts for more than 10% of the audited net profit of the Company in the latest accounting year, and exceeds RMB1 million;
- (IV) The net assets of the transaction subject (such as equity) accounted for over 10% of the Company's market value in the latest accounting year;
- (V) The transaction amount accounts for over 10% of the Company's market value;
- (VI) The profits generated from the transaction account for more than 10% of the audited net profit of the Company in the latest accounting year, and exceed RMB1 million.

Except as otherwise provided by the securities regulatory rules of the place where the Company's shares are listed, if the data involved in the above index calculation is negative, the absolute value of the data shall be taken.

Transactions as mentioned in this Article include purchase or sale of assets (excluding purchase of raw materials, fuels and power, and sale of products or commodities, and other transactions that are related to ordinary operation); external investment (except for the purchase of low-risk wealth management products of banks); transfer or acquisition of research and development projects; signing license agreements; lease-in or lease-out of assets; appointing or being appointed by others to manage assets and businesses; giving or being given assets as gifts; restructuring of claims or debts; waiving rights (including waiving pre-emptive rights, pre-emptive subscription rights, etc.); and other transactions approved by the stock exchange.

Except as otherwise provided by the securities regulatory rules of the place where the Company's shares are listed, when the relevant criteria for the transaction matters are not met, the decision shall be made by the general manager.

Subject to the securities regulatory rules of the place where the Company's shares are listed and except for the external guarantees stipulated in Article 49 of the Articles of Association which shall be submitted to the general meeting for deliberation, all other external guarantees of the Company shall be approved by the Board of Directors. The external guarantees within the scope of authority of the Board of Directors shall also be approved by more than two-thirds of the Directors present at the meeting of the Board of Directors, besides be approved by more than half of all Directors.

A connected transaction between the Company and a connected natural person with the transaction amount exceeding RMB0.3 million (except for guarantees provided by the Company) and between the Company and a connected legal person with the transaction amount exceeding RMB3 million and accounting for over 0.1% of the Company's latest audited total assets or market value (except for guarantees provided by the Company) shall first be approved by more than half of all independent Directors of Company and then submitted to the Board of Directors for approval. Where the connected transaction meets the standards for deliberation by the general meeting, it shall be submitted to the general meeting for approval after being considered by the Board of Directors. Where the relevant indicators of the connected transaction do not meet the above-mentioned standards, the decision shall be made by the general manager.

If the general manager has a connected relationship with the connected transaction matter, such connected transaction shall be submitted to the Board of Directors for review and approval.

When the Board of Directors considers above transactions, related transactions, external guarantees and borrowings, it should establish strict review and decision-making procedures; Major investment projects exceeding the above authority shall be reviewed by relevant experts and professionals and submitted to the general meeting for approval.

Article 6 The following matters shall be submitted to the Board of Directors for deliberation only after obtaining the approval of more than half of all independent non-executive Directors of the Company:

- (I) Connected transactions requiring disclosure;
- (II) Plans for the amendment or waiver of undertakings made by the Company or related parties;

- (III) Decisions and measures taken by the Board of Directors of Company in respect of the acquisition of the Company;
- (IV) Other matters stipulated by the laws, administrative regulations, securities regulatory rules of the place where the Company's Shares are listed and the Articles of Association.

Article 7 The Board of Directors of the Company shall explain the non-standard auditing opinions on the financial reports of the Company issued by a certified public accountant to the general meeting.

Article 8 The chairman of the Board shall perform the following functions and powers:

- (I) To preside over general meetings, convene and preside over the meetings of the Board of Directors, and determine the agenda of the meetings of the Board of Directors;
- (II) To supervise and inspect the implementation of resolutions of the Board of Directors;
- (III) To sign important documents of the Board of Directors and other documents that shall be signed by the chairman of the Board;
- (IV) To receive reports from the general manager on the implementation of resolutions of the Board of Directors;
- (V) Other authorities stipulated by laws and regulations, the securities regulatory rules of the place where the Company's shares are listed, and those authorized by the Board of Directors.

Where the chairman of the Board of the Company is incapable of performing or is not performing his/her duties, a Director nominated by more than half of the Directors shall perform such duties.

Article 9 The Board of Directors shall establish an Audit Committee to exercise the powers and functions of the Supervisory Committee as stipulated in the Company Law. The Audit Committee shall consist of three members, all of whom shall be non-executive directors, with independent directors constituting the majority. At least one independent director shall possess the appropriate professional qualifications required by the securities regulatory rules of the place where the Company's shares are listed or have appropriate accounting or related financial management expertise. Members of the Audit Committee shall, in principle, be independent of the Company's daily operational management and shall possess the professional knowledge and business experience necessary to perform the duties of the Audit Committee. The Audit Committee shall have a chairperson (convener), who shall be an independent director with accounting expertise, responsible for presiding over the committee's work.

Article 10 The Board of Directors of the Company shall establish the Strategy and Sustainable Development Committee, Nomination Committee, and Remuneration and Appraisal Committee, which shall perform their duties in accordance with the Articles of Association and the authorization of the Board of Directors. Proposals of the special committees shall be submitted to the Board of Directors for deliberation and decision. The working procedures of the special committees shall be formulated by the Board of Directors. Independent directors shall constitute the majority of the Nomination Committee and the Remuneration and Appraisal Committee, and the convener shall be an independent director.

Each special committee may establish working groups responsible for daily liaison and meeting organization.

The detailed rules for the responsibilities, deliberation procedures, and other operational matters of the above committees shall be separately formulated by the Board of Directors.

Article 11 The Board of Directors shall have a secretary to the Board of Directors, who is the senior management members of the Company and is responsible to the Board of Directors.

Article 12 The secretary to the Board of Directors shall possess the necessary professional knowledge and experience and shall be appointed by the Board of Directors.

Article 13 The secretary to the Board of Directors shall be responsible for the preparation of general meetings and meeting of the Board of Directors, document custody, the management of shareholders' information of the Company, and handling information disclosure matters.

The secretary to the Board of Directors shall comply with laws, administrative regulations, departmental rules, and the relevant provisions of the Articles of Association.

Article 14 A director or other senior management members of the Company may concurrently serve as the secretary to the Board of Directors of the Company. Certified public accountants from the Company's engaged accounting firm and lawyers from its engaged law firm shall not concurrently serve as the secretary to the Board of Directors of the Company.

Article 15 The secretary to the Board of Directors shall be nominated or proposed for dismissal by the Chairman of the Board of Directors and appointed or dismissed by the Board of Directors. If a director concurrently serves as the secretary to the Board of Directors and an act requires separate actions by the director and the secretary to the Board of Directors, the person holding both positions shall not act in a dual capacity.

Chapter III Proposals for Meeting of the Board of Directors

Article 16 Directors, the Audit Committee, and the general manager have the right to propose proposals to the Board of Directors of the Company, provided the proposals meet the following conditions:

- (I) The content does not conflict with the laws, regulations, the securities regulatory rules of the place where the Company's shares are listed, regulatory documents and the Articles of Association, and falls within the scope of responsibilities of the Board of Directors;
- (II) There are clear topics and specific resolutions.

Chapter IV Convening and Holding of Meeting of the Board of Directors

Article 17 The Board of Directors shall convene at least four regular meetings annually, convened by the Chairman, and notified in writing to all directors 14 days prior to the meeting.

Article 18 When the chairman of the Board of Directors deems it necessary, the shareholders representing more than 1/10 of the voting rights, more than 1/3 of the directors or the Audit Committee may propose to convene an extraordinary meeting of the Board of Directors. The Chairman of the Board of Directors shall convene and preside over the meeting of the Board of Directors within 10 days after receiving the proposal.

Article 19 The notice of convening an extraordinary meeting of the Board of Directors by the Board of Directors shall be written notice, including by hand or by pre-paid postal letter, fax, e-mail, etc.; The notice time limit is 5 days before the meeting is convened. If the circumstances are urgent and it is necessary to convene an extraordinary meeting of the Board of Directors as soon as possible, the notice of the meeting may be sent by telephone or other oral means at any time, but the convener shall make an explanation at the meeting. With the unanimous written consent of all directors, the extraordinary Board of Directors may be waived from the obligation to give advance notice.

Article 20 Meeting of the Board of Directors notices shall include:

- (I) The date and venue of the meeting;
- (II) The duration of the meeting;
- (III) The reason and the agenda items;
- (IV) The date on which the notice is sent.

An oral notice of the meeting shall include at least the contents specified in items (I), (II), and (III) above, as well as an explanation of the emergency requiring the convening of the extraordinary meeting of the Board of Directors as soon as possible.

Article 21 Each director shall attend meeting of the Board of Directors in person. If a director is unable to attend the meeting due to a reason, he/she may entrust another director in writing to attend the meeting on his behalf. The power of attorney shall specify the name of the proxy, the matters to be represented, the scope of authorization, and the term of validity, and shall be signed or sealed by the principal.

Directors attending meetings on their behalf shall exercise their rights as directors within the scope of their authority. If a Director fails to attend the meeting of the Board of Directors or appoint a proxy to attend, he/she shall be deemed to have given up his right to vote at the meeting.

The following principles shall be observed for entrusting and accepting the entrustment to attend the meeting of the Board of Directors:

- (I) When considering related transactions, non-related directors shall not appoint non-related directors to attend on their behalf; related directors are not allowed to accept entrustment from non-related directors;
- (II) Independent directors shall not entrust non-independent directors to attend on their behalf; nor shall non-independent directors accept entrustment from independent directors;
- (III) A director shall not entrust another director to attend the meeting on his behalf with full authority without stating his personal opinion and voting intention on the proposal; nor shall the relevant director accept such full authority entrustment and entrustment with unclear authorization;
- (IV) A director shall not accept entrustment from more than two directors; nor shall a director entrust a director who has already accepted entrustment from two other directors to attend on his behalf.

Article 22 The meeting of the Board of Directors may be held only if more than half of the directors are present. Except as otherwise provided by laws, administrative regulations, departmental rules, and the securities regulatory rules of the place where the Company's shares are listed, a resolution of the Board of Directors shall be adopted only with the approval of more than half of all directors. For matters involving guarantees within the scope of the Board of Director's authority, in addition to the approval of more than half of all directors, the resolution shall also be approved by more than two-thirds of the directors present at the meeting of the Board of Directors.

Article 23 The chairperson of the meeting of the Board of Directors shall request the directors present at the meeting to express clear opinions on each proposal.

Article 24 If a director obstructs the normal progress of the meeting or interferes with other directors' speeches, the chairperson of the meeting shall stop such behavior in a timely manner.

Article 25 The general manager and secretary to the Board of Directors attend the meetings of the Board of Directors; the deputy general manager, chief financial officer (person in charge of financial affairs), and chief technical officer may attend meeting of the Board of Directors with the consent of the meeting convener according to the needs of the meeting resolutions.

Chapter V Voting in Meeting of the Board of Directors

Article 26 One person, one vote shall be adopted for voting at the meeting of the Board of Directors. Unless 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, the Board of Directors should obtain the consent of more directors for making resolutions, the Board of Directors must make resolutions with the approval of more than half of all directors.

If a proposal is not adopted, the Board of Directors shall not deliberate on a proposal with the same content within one month, unless significant changes have occurred in the relevant conditions and factors.

Article 27 Voting of the Board of Directors shall be by registered ballot or by hand-held voting. On the premise of ensuring that directors can fully express their opinions, extraordinary meetings of the Board of Directors may be held and resolutions are made by video, fax, telephone or communication equipment through which all directors can communicate, and shall be signed by the participating directors.

A director may make a reasonable request to seek independent professional opinions when necessary for decision-making, and the expenses thereof shall be borne by the Company.

Unless unanimously agreed by all directors present at the meeting, the meeting of the Board of Directors shall not vote on any proposal not included in the meeting notice. A director who accepts entrustment from another director to attend the meeting of the Board of Directors shall not vote on behalf of other directors on any proposal not included in the meeting notice.

If there is a conflict between the contents and implications of different resolutions, the resolution formed later in time shall prevail.

Article 28 Except in cases where an in-person, video, or telephone meeting cannot be held due to special reasons such as emergency or force majeure, all meeting of the Board of Directors shall be held in the form of in-person, video, or telephone meetings.

If an in-person, video, or telephone meeting cannot be held due to special reasons such as emergency or force majeure, an extraordinary meeting of the Board of Directors may, on the premise of ensuring that directors can fully express their opinions, adopt a communication method (such as delivery by hand or fax) to make resolutions, and such resolutions shall be signed by the participating directors for voting. If the number of directors who vote in favor of the proposal reaches the statutory quorum within the deadline specified in the notice, the proposal shall become a resolution of the Board of Directors.

If a major shareholder or a director has a material conflict of interest in a matter to be deliberated by the Board of Directors (as determined by the Board), such matter shall be handled by holding the meeting of the Board of Directors (rather than adopting a written resolution). Independent directors who have no material interest in the transaction (either themselves or their close associates) shall attend the relevant meeting of the Board of Directors.

Article 29 A director's voting intention shall be "for", "against", and "abstain". Each director present at the meeting shall choose one of the above intentions; failure to make a choice or choosing more than two intentions shall be deemed as abstain.

Article 30 For meetings held in person, the chairperson of the meeting shall announce the voting results on the spot; for meeting of the Board of Directors held by means of video, fax, telephone voting, or other communication equipment that enables all directors to communicate with each other, the secretary to the Board of Directors shall notify the directors of the voting results by the next working day after the expiration of the specified voting period.

Article 31 A director shall abstain from voting on a proposal under any of the following circumstances:

- (I) Other circumstances specified in the Articles of Association where a director is required to abstain due to his connection with the matter involved in the meeting proposal;
- (II) Circumstances where the director himself deems it necessary to abstain;
- (III) Other circumstances where a director is required to abstain under laws, regulations, or the securities regulatory rules of the place where the Company's shares are listed.

In the event that the directors abstain from voting, the relevant meeting of the Board of Directors can only be held when more than half of the non-related directors attend, and the resolution must be approved by more than half of the non-related directors. If the number of non-related directors present at the meeting is less than three, the relevant proposal shall not be voted, and the matter shall be submitted to the general meetings for consideration. If laws and regulations and the securities regulatory rules of the place where the Company's shares are listed impose any additional restrictions on directors' participation in meeting of the Board of Directors and voting, such provisions shall prevail.

Article 32 When the meeting of the Board of Directors needs to make a resolution on the Company's profit distribution, it may first notify the certified public accountants of the proposed distribution plan to be submitted to the Board of Directors for deliberation, and request them to issue a draft audit report (with all other financial data except those related to distribution confirmed) accordingly. After the Board of Directors makes a resolution on the distribution, it shall request the certified public accountants to issue a formal audit report, and then the Board of Directors shall make resolutions on other relevant matters of the periodic report based on the formal audit report issued by the certified public accountants.

Article 33 If more than half of the directors present at the meeting or more than two independent directors consider that a proposal is unclear, not specific, or that they are unable to make a judgment on the relevant matter due to insufficient meeting materials or other reasons, they may request the convener of the meeting to postpone the voting on the proposal.

The directors who propose to postpone the voting shall clearly specify the conditions that need to be met for the proposal to be submitted for deliberation again.

Article 34 The management shall be responsible for providing sufficient and timely information to the Board of Directors and its specialized committees, so that the directors can make decisions on the basis of mastering the relevant information. The data provided by the management must be complete and reliable. To properly perform their duties as directors, directors shall not rely solely on the data proactively provided by the management, but shall also conduct further inquiries on their own as appropriate. If directors need the management to provide other additional information (beyond that proactively provided by the management), they shall conduct further inquiries as needed. Therefore, the Board of Directors and each director shall have independent access to the Company's senior management members.

Article 35 All directors shall have the right to access documents of the Board of Directors and relevant data. Such documents and relevant data shall be in a form and of a quality sufficient to enable the Board of Directors to make informed and well-founded decisions on the matters submitted to the Board of Directors for discussion. The Company shall respond to the questions raised by the directors as promptly and comprehensively as possible.

Article 36 Directors shall sign the resolutions of the Board of Directors and bear responsibility for them. If a resolution of the Board of Directors violates laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association, or resolutions of the general meetings, resulting in losses to the Company, the directors who participated in the voting on such resolution shall be liable for compensation to the Company. However, a director may be exempted from such liability if he/she can prove that he/she expressed his objection during the voting and such objection was recorded in the meeting minutes.

Chapter VI Minutes of Meeting of the Board of Directors

Article 37 The secretary to the Board of Directors shall arrange for staff to take minutes of the meeting of the Board of Directors. The minutes of the meeting of the Board of Directors shall include the following:

- (I) The date, venue, and name of the convener of the meeting;
- (II) The names of the directors present and the names of the directors (agents) who attended the meeting of the Board of Directors on behalf of others;
- (III) The meeting agenda;
- (IV) The main points of the directors' speeches;
- (V) The voting method and result of each resolution item (the voting result shall specify the number of votes in favor, against, or abstained);
- (VI) Other matters that the directors present at the meeting deem necessary to be recorded.

Article 38 The directors present at the meeting, the secretary to the Board of Directors, and the person taking the minutes shall sign the meeting minutes. Directors present at the meeting shall have the right to request that an explanatory record of their speeches at the meeting be made in the minutes.

If a director has a different opinion on the meeting minutes or resolution records, he/she may make a written statement when signing. If necessary, he/she shall report to the regulatory authorities in a timely manner or issue a public statement.

If a director neither signs to confirm the minutes in accordance with the provisions of the preceding paragraph nor makes a written statement on his different opinions, he/she shall be deemed to have fully agreed to the contents of the meeting minutes and resolution records.

Article 39 Minutes shall be prepared for each meeting of the Board of Directors, and the directors present at the meeting shall sign the minutes. The minutes shall record in detail the matters deliberated and the resolutions made, including the doubts or objections raised by the directors. The draft minutes and the final finalized minutes shall be sent to all members of the Committee within a reasonable time after the meeting. The draft minutes shall be for directors to express their opinions, and the final finalized minutes shall be for record-keeping purposes. A director of the Company may inspect the meeting minutes at a reasonable time upon giving reasonable notice.

Article 40 The archives of meeting of the Board of Directors, including meeting notices and materials, meeting attendance sheets, powers of attorney for directors to attend meetings on behalf of others, meeting audio recordings, voting ballots, meeting minutes confirmed by the signatures of the directors present, meeting summaries, and resolution records, shall be kept by the secretary to the Board of Directors for a period of not less than 10 years.

Chapter VII Implementation of Resolutions of the Board of Directors

Article 41 The general manager of the Company shall be responsible to the Board of Directors, organize the implementation of the resolutions of the Board of Directors, and report to the Board of Directors on the implementation progress and any problems arising during the implementation.

Article 42 During the implementation of the resolutions of the Board of Directors, the Chairman (or the relevant departments and personnel entrusted by him) may follow up and inspect the implementation progress of the resolutions. If any act in violation of the resolutions is found during the inspection, he/she may request and urge the general manager to correct such act.

Chapter VIII Supplementary Provisions

Article 43 Unless otherwise explicitly specified in the relevant national laws, administrative regulations, and the securities regulatory rules of the place where the Company's shares are listed, the term "independent director" referred to in these rules has the same meaning as the "independent non-executive director" referred to in the Hong Kong Listing Rules.

Article 44 For the purposes of these Rules, the terms "above", "within", and "below" shall include the number itself; the terms "over", "below", "outside", and "more than" shall not include the number itself.

Article 45 For matters not covered in these Rules, the provisions of relevant national 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 these Rules conflict with any laws, administrative regulations, normative documents, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association promulgated by the state in the future, these Rules shall be revised in a timely manner.

Article 46 These Rules shall be formulated, interpreted, and revised by the Board of Directors of the Company.

Article 47 These Rules shall come into effect on the date when they are reviewed and approved by the Company's general meetings. After these rules come into effect, the Company's original "Rules of Procedure of the Board of Directors" will automatically become invalid.

SICC Co., Ltd.
October 30, 2025