

Fibocom Wireless Inc.

Rules of Procedure of the Shareholders' General Meeting

CHAPTER I GENERAL PROVISIONS

Article 1 In order to regulate the conduct of Fibocom Wireless Inc. (hereinafter referred to as the “Company”), and to ensure that the shareholders’ general meetings exercise the functions and powers thereof according to laws, these Rules had been formulated in accordance with the provisions of the Company Law of the People’s Republic of China (《中華人民共和國公司法》) (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China (《中華人民共和國證券法》) (hereinafter referred to as the “Securities Law”), the Standards for the Governance of Listed Companies, the Rules for Shareholders’ General Meeting of Listed Companies, the Rules Governing the Listing of Shares on the ChiNext market of Shenzhen Stock Exchange (《深圳證券交易所創業板股票上市規則》), the No. 2 Self-Regulatory Guidelines of Shenzhen Stock Exchange for Listed Companies – the Guidelines of the Shenzhen Stock Exchange for the Standardized Operation of Companies Listed on the ChiNext Board (《深圳證券交易所上市公司自律監管指引第 2 號——創業板上市公司規範運作》), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Articles of Association of Fibocom Wireless Inc. (hereinafter referred to as “Articles of Association”).

Article 2 The Company shall convene shareholders’ general meetings in strict accordance with the laws, administrative regulations, the securities regulatory rules of the place where the Company’s shares are listed, these Rules, and the relevant provisions of the Articles of Association, to ensure that shareholders can exercise their rights in accordance with the law.

The Board of the Company shall diligently perform its duties and organize shareholders’ general meetings in a serious and timely manner. All directors of the Company shall act with due diligence and care to ensure that shareholders’ general meetings are held properly and can exercise their powers and functions in accordance with the law.

Article 3 The shareholders’ general meeting shall exercise its powers and functions within the scope prescribed by the Company Law, the securities regulatory rules of the place where the Company’s shares are listed and the Articles of Association.

Article 4 Shareholders’ general meetings are categorised as annual general meetings and extraordinary general meetings. Annual general meetings shall be held once a year within six months after the end of the previous financial year. Extraordinary general meetings shall be convened from time to time. In circumstances where an extraordinary general meeting is required to be convened as stipulated in the Company Law and the securities regulatory rules of the place where the Company’s shares are listed, the extraordinary general meeting shall be held within two (2) months.

In case the Company is unable to convene a shareholders’ general meeting within the aforesaid time frame, the Company shall report and explain to the Shenzhen office of the China Securities Regulatory Commission (the “CSRC Shenzhen Office”) and the Shenzhen Stock Exchange (the “Shenzhen Stock Exchange”) or other securities regulatory authorities of the place where the Company’s shares are listed, and publish an announcement thereof.

Article 5 The Company shall engage a lawyer to issue a legal opinion on the following issues and make an announcement when the shareholders' general meeting is convened:

- (I) whether the convening and convening procedures of the meeting are in compliance with the provisions of laws, administrative regulations and the Articles of Association;
- (II) whether the qualifications of the persons attending the meeting and the qualifications of the convenor are legal and valid;
- (III) whether the voting procedures and results of the meeting are legal and valid;
- (IV) legal opinions on other related issues at the request of the Company.

CHAPTER II CONVENING OF SHAREHOLDERS' GENERAL MEETING

Article 6 The Board of Directors shall convene a shareholders' general meeting in a timely manner within the period prescribed in Article 4 of these Rules.

Article 7 The independent directors have the right to propose to the Board of Directors to convene an extraordinary general meeting. In respect of such a proposal from the independent directors to convene an extraordinary general meeting, the Board of Directors shall, in accordance with the provisions of the laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association, provide a written reply of its consent or dissent to the convening of the extraordinary general meeting within 10 days upon receipt of the proposal.

If the Board of Directors agrees to convene the extraordinary general meeting, it shall issue a notice to convene the extraordinary general meeting within 5 days after the board resolution is made; if the Board of Directors disagrees to convene the extraordinary general meeting, it shall state the reasons and publish an announcement therefor.

Article 8 The Audit Committee shall be entitled to submit a proposal in writing to the Board of Directors on holding an interim shareholders' general meeting. The Board of Directors shall give a written reply as to whether it agrees or disagrees to hold an interim shareholders' general meeting within 10 days upon receipt of the proposal in accordance with laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Where the Board of Directors agrees to hold an interim shareholders' general meeting, a notice of the shareholders' general meeting shall be given within 5 days after the resolution of the Board of Directors is made. Any change to the original proposal in the notice shall be subject to approval from the Audit Committee.

Where the Board of Directors does not agree to hold an interim shareholders' general meeting or fails to give a writing reply within 10 days upon receipt of the proposal, it shall be deemed that the Board of Directors is unable or fails to perform its duty of convening a shareholders' general meeting. In such a case, the Audit Committee may convene and preside over the meeting on its own.

Article 9 Shareholders who individually or together hold 10% or more of the shares of the Company shall have the right to request the Board of Directors to convene an interim shareholders' general meeting and such a request shall be made to the Board of Directors in writing. The Board of Directors shall give a written reply as to whether it agrees or disagrees to hold an interim shareholders' general meeting within 10 days upon receipt of the request in accordance with laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Where the Board of Directors agrees to hold an interim shareholders' general meeting, it shall issue a notice of the shareholders' general meeting within 5 days after the resolution is made. Any change to the original request in the notice shall be subject to approval from the relevant shareholders.

Where the Board of Directors does not agree to hold an interim shareholders' general meeting or fails to give a reply within 10 days upon receipt of the request, shareholders who individually or together hold 10% or more of the shares of the Company shall have the right to submit a proposal to the Audit Committee on holding an interim shareholders' general meeting and such request shall be made to the Audit Committee in writing.

Where the Audit Committee agrees to hold an interim shareholders' general meeting, it shall issue a notice of the shareholders' general meeting within 5 days after receiving the request. Any changes to the original proposal in the notice shall be approved by the relevant shareholders.

Where the Audit Committee fails to give the notice of the shareholders' general meeting within the specified time limit, it shall be deemed that the Audit Committee does not convene or preside over the meeting, in which case, shareholders who individually or together hold 10% or more of the shares of the Company for 90 or more consecutive days may convene and preside over the meeting on their own.

Article 10 Where the Audit Committee or shareholders decide to Convene a shareholders' general meeting on their own, they must notify the Board of Directors in writing and file with the stock exchange where the Company's shares are listed.

Prior to the announcement of the resolution of the shareholders' general meeting, the proportion of shares held by the convening shareholders shall not be less than 10%.

The Audit Committee or the convening shareholders shall, upon issuing the notice of the shareholders' general meeting and the announcement of the resolutions of the shareholders' general meeting, submit the relevant proof materials to the stock exchange where the Company's shares are listed.

Article 11 The Board of Directors and the secretary to the Board of Directors should cooperate with the Audit Committee or shareholders to convene shareholders' general meetings on their own. The Board of Directors shall provide the register of shareholders on the record date of equity interests. If the Board of Directors fails to provide the register of shareholders, the convener may apply to the securities registration and clearing authority to obtain it upon presentation of the announcement relating to the notice of the shareholders' general meeting. Register of shareholders obtained by the convening shareholders shall not be used for any purpose other than the convening of the shareholders' general meeting.

Article 12 Where the shareholders' general meeting is convened independently by the Audit Committee or shareholders, all necessary costs and expenses of the meeting shall be borne by the Company.

CHAPTER 3 PROPOSALS AND NOTICES OF SHAREHOLDERS' GENERAL MEETING

Article 13 The contents of a proposal of the shareholders' general meeting shall be within the scope of duties and powers of the shareholders' general meeting, have definite themes and specific matters for resolutions, as well as be in compliance with laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed, and the relevant requirements set forth in the Articles of Association.

Article 14 Shareholders individually or together holding 1% or more of the shares of the Company can put forward a temporary proposal 10 days before the shareholders' general meeting is held and submit the proposal to the convener of the meeting in writing. The convener shall issue a supplemental notice within 2 days upon receiving such proposal and notify shareholders of the content of such proposal. If the shareholders' general meeting needs to be postponed due to the issuance of a supplemental notice of the shareholders' general meeting according to the securities regulatory rules of the place where the Company's shares are listed, the convening of the shareholders' general meeting shall be postponed in accordance with the securities regulatory rules of the place where the Company's shares are listed.

Other than stipulated above, the convener shall not amend any proposal stated in the notice of the shareholders' general meeting or add any new proposal after the announcement by way of issuance of the notice of the shareholders' general meeting.

The shareholders' general meeting shall not vote and resolve proposals not stated in the notice of the shareholders' general meeting or failing to meet the requirements of Article 13 of these Rules.

Article 15 The convener shall notify each shareholder 21 days prior to an annual shareholders' general meeting by way of announcements and shall notify each shareholder 15 days prior to an interim shareholders' general meeting. For the purpose of calculating the starting date, the day on which the meeting is held shall be excluded.

Article 16 Notice of a shareholders' general meeting shall include the following contents:

- (I) the date, venue and duration of the meeting;
- (II) matters and proposals to be considered at the meeting;
- (III) an express statement that the entire ordinary shareholders (including preference shareholders whose voting rights have been restored) are entitled to attend the shareholders' general meeting, and to appoint proxy(ies) in writing to attend and vote on his/her behalf at the meeting, and that a proxy needs not be a shareholder of the Company;
- (IV) the record date on which the shareholders are entitled to attend the shareholders' general meeting;

- (V) the name and telephone number of permanent contact persons for the affairs of the meeting;
- (VI) the voting time and procedure via internet or through other means (if any).

Article 17 Details of all proposals as well as all of information or explanations required for Shareholders to make sound judgment of the matters to be discussed shall be disclosed on a full and complete basis in the notice and supplementary notice of shareholders' general meeting. Where opinions from independent Directors are required on any matters to be discussed, such opinions and reasons from independent Directors shall be disclosed, while a notice or supplementary notice of shareholders' general meeting is given.

Article 18 Where a general meeting intends to discuss matters relating to the election of directors, the notice of the shareholders' general meeting shall fully disclose the details of the candidates for directors, including at least the following:

- (I) personal information such as educational background, work experience and part-time jobs;
- (II) whether the candidates have any connected relationship with the Company or its controlling shareholders and de facto controllers;
- (III) disclosure of the number of shares held in the Company;
- (IV) whether it has been penalized by the CSRC and other relevant authorities and disciplined by the stock exchange;
- (V) other details as required by the CSRC, or the stock exchange where the Company's share are listed.

In addition to the adoption of the cumulative voting system for the election of directors, each candidate for director shall be submitted as a single proposal.

Article 19 The notice of a shareholders' general meeting shall state the time and place of the meeting and the record date therefor. The interval between the record date and the day of meeting shall be no more than seven working days. Once the record date is determined, it shall not be changed.

Article 20 After the notice of the shareholders' general meeting has been given, the shareholders' general meeting shall not be postponed or canceled without a valid reason, and the proposals specified in the notice of the shareholders' general meeting shall not be canceled. In the event of postponement or cancellation, the convenor shall give a notice at least two working days prior to the original convening date and state the reasons. If there are special provisions under the securities regulatory rules of the place where the Company's shares are listed regarding the procedures for postponing or canceling the shareholders' general meeting, the provisions shall prevail provided that they do not violate the domestic regulatory requirements.

CHAPTER 4 HOLDING OF SHAREHOLDERS' GENERAL MEETING

Article 21 The Company shall hold shareholders' general meetings at its domicile or at a location stipulated in the Articles of Association.

A venue shall be set up for the shareholders' general meeting and it shall be held in the form of an on-site meeting. The Company shall, in accordance with the provisions of the laws, administrative regulations, the CSRC, the securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association, use secure, cost-effective and convenient online and other means to facilitate the attendance of shareholders at the shareholders' meeting. Shareholders participating in the shareholders' general meeting by the above means shall be deemed to be present.

A shareholder may attend the shareholders' general meeting and exercise his/her voting rights in person, or may appoint a proxy to attend and exercise voting rights on his/her behalf within the scope of authorisation.

Article 22 The notice of the shareholders' general meeting shall clearly specify the voting time and procedures for online or other form of voting.

Voting online or by any other means shall commence not earlier than 3:00 p.m. on the day before the physical shareholders' general meeting is held and not later than 9:30 a.m. on the day when the physical shareholders' general meeting is held, and shall be concluded not earlier than 3:00 p.m. on the day when the physical shareholders' general meeting ends.

Article 23 The Board and other convenors shall take necessary measures to ensure the normal order of the shareholders' general meeting. With respect to acts of interference with general meetings, provocation and infringement of the legitimate rights and interests of shareholders, measures shall be taken to stop and promptly report to the relevant authorities for investigation and handling.

Article 24 All shareholders registered on the record date or their proxies shall be entitled to attend the shareholders' general meetings, and the Company or the convener(s) shall not refuse them for whatever reasons. Shareholders present at a shareholders' general meeting have one vote for each share they hold, except the shareholders of classified shares. However, shares held by the Company itself are not entitled to any voting rights.

For companies that issue class shares, if there are matters that may affect the rights of shareholders of class shares as stipulated in the third paragraph of Article 116 of the Company Law and the provisions of the CSRC, in addition to being subject to a special resolution of the shareholders' general meeting, they shall also be approved by more than two-thirds of the voting rights held by the shareholders present at the meeting of any class of shareholders. For the purpose of this Article, A Shares and H Shares of the Company shall be deemed as same class of shares.

The resolutions and the number of voting rights of shareholders of class shares shall comply with the provisions of laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Article 25 Shareholders shall present their stock account cards, identity cards or other valid documents or proof of identity to attend a shareholders' general meeting. A proxy shall also submit the shareholder's form of proxy and his/her personal valid identity document, except for a shareholder who is a recognized clearing house and its agent within the meaning of the relevant provision in force from time to time under the laws of Hong Kong.

Article 26 The convenor and the lawyers will jointly verify the legitimacy of the shareholders' qualifications based on the register of shareholders provided by the securities registration and settlement institution, and register the names of the shareholders and the number of shares for which they hold voting rights. The registration of the meeting shall be terminated before the presiding officer of the meeting announces the number of shareholders and proxies attending the meeting on-site and the total number of shares holding voting rights.

Article 27 If directors or senior management are required to attend the shareholders' general meeting, they shall do so and shall answer inquiries from shareholders.

Article 28 The Chairman of the Board shall preside over the shareholders' general meeting. In the event that the Chairman is unable to perform his/her duties or fails to perform his/her duties, the majority of the directors shall jointly elect a director to preside.

The convener of the Audit Committee shall preside over any general meeting convened by the Audit Committee itself. In the event that the convener of the Audit Committee is unable to perform his/her duties or fails to perform his/her duties, a member of the Audit Committee shall be jointly elected by more than half of members of the Audit Committee to preside over the meeting.

A general meeting convened by the shareholders themselves shall be presided over by a representative elected by the convenors.

If the presiding officer of a shareholders' general meeting violates the rules of procedure and makes it impossible for the meeting to continue, the shareholders' general meeting may elect a person to act as the presiding officer and continue the meeting with the consent of the shareholders present on-site at the shareholders' general meeting and having the right to vote in the majority of the shareholders' general meeting.

Article 29 At the annual general meeting, the Board shall make a report to the shareholders' general meeting on their work in the past year. Each independent director shall also make a report on his/her duties.

Article 30 Directors and senior management provide explanations and clarifications on shareholders' enquiries at shareholders' general meetings.

Article 31 The presiding officer of the meeting shall announce the number of shareholders and proxies attending the meeting on-site and the total number of shares holding voting rights before the voting, and the number of shareholders and proxies attending the meeting on-site and the total number of shares holding voting rights shall be based on the registration of the meeting.

Article 32 When a shareholder has a material interest in a matter to be considered at a shareholders' general meeting, he/she shall abstain from voting. The voting shares held by him/her shall not be counted towards the total number of voting shares represented at the shareholders' general meeting.

When material issues affecting the interests of minority shareholders are considered at a shareholders' general meeting, the votes of minority shareholders shall be counted separately. The separate votes counting results shall be disclosed publicly in a timely manner.

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

If a shareholder purchases shares with voting rights of the Company in violation of paragraph 1 and paragraph 2 of Article 63 of the Securities Law, such shares in excess of the proportion shall not be allowed to exercise voting rights for a period of thirty-six months after the purchase and shall not be counted in the total number of shares with voting rights present at the shareholders' general meeting.

The Board of Directors, independent directors, shareholders of the Company holding 1% or more of the voting shares of the Company or investor protection institutions established pursuant to laws, administrative regulations or requirements of the CSRC, may publicly solicit voting rights from shareholders. When soliciting voting rights from shareholders, the specific voting intention and other information shall be fully disclosed to the solicitation targets. The solicitation of voting rights from shareholders with the provision of direct or indirect compensation shall be prohibited. The Company may not impose any minimum shareholding requirement for the solicitation of voting rights, except for statutory conditions.

Pursuant to the requirements of the relevant laws and regulations and the securities regulatory rules of the place where the Company's shares are listed, where any shareholder shall abstain from voting on relevant resolution or is restricted to vote only for or against such resolution, any vote in violation of such requirement or restriction cast by such shareholder or proxy thereof shall not be counted in the voting results.

Article 33 When the shareholders' general meeting votes on the election of directors, the cumulative voting system may be adopted in accordance with the provisions of these Articles of Association or a resolution of the shareholders' general meeting. When two or more independent directors are proposed to be elected at a shareholders' general meeting, the cumulative voting system shall be adopted. The cumulative voting system shall be adopted when a single shareholder of the Company and the persons acting in concert are interested in thirty percent or above of the shares.

The cumulative voting system referred to in the preceding paragraph means that when a shareholders' general meeting elects directors, each ordinary share (including preferred shares with restored voting rights) shall have the same number of voting rights as the number of directors to be elected, and the voting rights owned by the shareholders may be centrally used.

Article 34 In addition to the cumulative voting system, the shareholders' general meeting shall vote on all proposals one by one, and if there are different proposals on the same matter, the proposals shall be voted on in the order in which they were submitted. The shareholders' general meeting shall not set aside or withhold voting on the proposals unless the shareholders' general meeting is suspended or unable to reach a resolution due to special reasons such as force majeure.

When considering the issuance of preferred shares at the shareholders' general meeting, a vote shall be taken on each of the following matters:

- (I) the type and number of preferred shares to be issued;
- (II) the issuance, the method of targeted recipients of shares and the arrangements for allotment to original shareholders;

- (III) the nominal value, issue price or pricing range and the determination principles;
- (IV) the ways which the preferred shareholders shall participate in the distribution of profits, including dividend yield and its determination principle, the conditions for payment, the dividend payment method, whether the dividends are cumulative, and whether they can participate in the distribution of remaining profits, etc.;
- (V) terms of repurchase, including conditions, period, price and its determination principles, the entity exercising of repurchase option, etc. (if any);
- (VI) the purpose of the raised funds;
- (VII) the share subscription contract with conditional effectiveness signed between the Company and the corresponding issuer;
- (VIII) the validity period of the resolution;
- (IX) proposed amendments to the Articles of Association regarding the profit distribution policy for preferred shareholders and common shareholders;
- (X) the authorization of the Board of Directors to handle specific issuing matters;
- (XI) other matters.

Article 35 No changes will be made to the proposals when they are considered at the shareholders' general meeting, otherwise the changes shall be considered as a new proposal and cannot be voted on at this general meeting.

Article 36 The same voting right can only choose one voting method from on-site, online or other voting methods. The same voting right can only be exercised once for each resolution. In the event of duplicate voting for the same voting right, the first vote cast shall prevail.

Article 37 Shareholders attending the shareholders' general meeting shall express one of the following opinions on the proposals submitted for voting: for, against, or abstain. Unless the securities registration and settlement institution, as the nominal holder of the shares under the mechanism for the Mainland-Hong Kong Stock Connect, makes a declaration in accordance with the intention of the actual holder.

Votes that are not filled in, incorrectly filled in, illegible, or not cast shall be deemed to be a waiver of the voter's right to vote, and the number of shares held by the voter shall be counted as an "abstain".

Article 38 Before a shareholders' general meeting votes on a proposal, it shall elect two shareholders' representatives to participate in the counting and supervision of votes. If the matter under consideration is connected to a shareholder, the shareholder concerned and his/her proxy shall not participate in the counting of votes or the supervision of votes.

When the shareholders' general meeting votes on the proposal, the lawyers, the shareholders' representatives shall be responsible for counting and supervising the votes.

Shareholders of the Company or their proxies who cast their votes through the internet or other means are entitled to check their voting results through the corresponding voting system.

Article 39 The shareholders' general meeting shall end on-site no earlier than online or otherwise, and the presiding officer of the meeting shall announce the vote on each proposal and the result thereof at the meeting venue, and whether or not the proposal has been adopted in accordance with the result of the vote.

Prior to the official announcement of the voting results, the company, vote counters, scrutineers, major shareholders, network service provider and other relevant parties involved in the on-site general meeting, the network and other voting methods shall be under a duty of confidentiality with respect to the voting situation.

Article 40 Resolutions of a shareholders' general meeting shall be announced in a timely manner, and the announcement shall set out the number of shareholders and proxies attending the meeting, the total number of shares holding voting rights and their proportion to the total number of voting shares of the Company, voting manner of, voting results on each proposal and the details of each resolution adopted.

The Company, which offers domestic listed foreign-invested shares and shares of particular classes, shall separately conduct statistics and announce the attendance and voting situations of shareholders of domestic-invested shares and foreign invested shares, ordinary shareholders (including shareholders whose voting rights have been restored in respect of preference shares), and shareholders of particular classes of shares.

Article 41 If the proposal is not passed, or if the current shareholders' general meeting changes the resolution of the previous shareholders' general meeting, a special reminder shall be made in the announcement of the resolution of the shareholders' general meeting.

Article 42 The minutes of the shareholders' general meeting shall be taken by the secretary of the Board. The minutes shall record the following:

- (I) time, place and agenda of the meeting and the name or names of the convenor;
- (II) names of the presiding officer of the meeting and the directors, the secretary of the Board, general manager and senior management present at or observing the meeting;
- (III) number of shareholders and proxies attending the meeting, the total number of shares holding voting rights and the percentage of the total number of shares of the Company;
- (IV) consideration of each proposal, highlights of statements and voting results;
- (V) shareholders' queries or suggestions and the corresponding replies or explanations;
- (VI) names of lawyer and vote counter(s) and scrutineer(s);
- (VII) other contents that should be included in the minutes of the meeting as stipulated in the Articles of Association.

The directors, secretary of the Board, the convenor or his/her representative and the presiding officer of the meeting attending the meeting shall sign the minutes and ensure that the contents of the minutes are true, accurate and complete. The minutes shall be kept together with the signature book of the shareholders attending the meeting on-site and the proxy form for proxy attendance, and the valid information on the voting situation on the internet and other means for a period of not less than 10 years.

Article 43 The convenor shall ensure that the shareholders' general meeting is held continuously until a final resolution is formed. If the shareholders' general meeting is suspended or no resolution can be made due to force majeure or other special reasons, necessary measures shall be taken to resume the convening of the shareholders' general meeting as soon as possible or to terminate the current general meeting directly, and a timely announcement shall be made. At the same time, the convenor shall report to the CSRC Shenzhen Office and the Shenzhen Stock Exchange.

Article 44 If a shareholders' general meeting passes a proposal concerning the election of directors, the newly appointed directors shall take office in accordance with the provisions of the Articles of Association.

Article 45 In the event that the shareholders' general meeting approves a proposal for cash distribution, share dividends or capitalization of capital surplus, the Company shall implement the specific proposal within 2 months after the shareholders' general meeting. If it is not possible to implement the specific proposal within 2 months due to the provisions of laws and regulations and securities regulatory rules of the place where the Company's shares are listed, the date of implementation of the specific proposal may be adjusted accordingly in accordance with such provisions and the actual situation.

Article 46 Where the Company repurchases its ordinary shares by public issuance of preference shares and repurchases its ordinary shares from specific shareholders of the Company by consideration of non-public issuance of preference shares for the purpose of reducing its registered capital, the resolution regarding the repurchase of ordinary shares at a shareholders' general meeting shall be passed by more than two-thirds of the voting rights of the ordinary shareholders present at the shareholders' general meeting (including preference shareholders with restored voting rights).

The Company shall issue the announcement of resolution on the following day after the making of decision on repurchase of ordinary shares at the general meeting.

Article 47 A resolution of the shareholders' general meeting may be declared void if the content contravenes the laws or administrative regulations.

The controlling shareholder(s) and de facto controller(s) of the Company should not restrict or obstruct the minority shareholders from exercising their legitimate voting rights, and should not prejudice the legitimate interests of the Company and minority investors.

If the convening procedure or voting method of a shareholders' general meeting contravenes the laws, administrative regulations or the Articles of Association, or if the contents of the resolutions of such meetings contravene the Articles of Association, the shareholders can request the people's court to revoke the resolution within 60 days of the resolution, except where the convening procedures or voting methods of the shareholders' general meeting have only minor defects that produce no substantial effect on the resolution.

CHAPTER V SUPPLEMENTARY PROVISIONS

Article 48 An announcement or notice referred to in these Rules refers to the publication of the relevant disclosure in the media that meet the conditions prescribed by the CSRC and on the website of the stock exchange.

Article 49 For the purposes of these Rules, the expressions “no less than”, “within” shall include the number indicated; the expressions “over”, “below”, “more than”, “less than” do not include this number.

Article 50 Matters not covered herein shall be executed in accordance with relevant laws and regulations of the PRC, normative documents, the securities regulatory rules of the place where the Company’s shares are listed and the Articles of Association.

Article 51 After being considered and approved by the shareholders’ general meeting, these Rules shall come into effect.

Article 52 Unless otherwise required, the terms used in these Rules shall have same meanings ascribed to them in the Articles of Association.

Article 53 These Rules shall be interpreted by the Board of the Company.

Fibocom Wireless Inc.

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