

GEM Co., Ltd.

Notice of Convening 3rd Extraordinary General Meeting of 2025

Note: The time mentioned below all refer to Beijing Time (UTC+8)

According to the 34th Meeting of the 6th Board of Directors of GEM Co., Ltd. (hereinafter referred to as the "Company") held on 17 Feb 2025, it is decided that the 3rd Extraordinary General Meeting (EGM) of the Company in 2025 will be held on 7 Mar 2025 through a combination of on-site voting and online voting. The relevant matters of the meeting are hereby notified as follows:

I. Basic Information

1. Session: 3rd Extraordinary General Meeting of 2025

2. Convener: Board of Directors

As reviewed and approved at the 34th Meeting of the 6th Board of Directors of the Company, it is decided that the 3rd Extraordinary General Meeting of 2025 will be held.

3. Legality and compliance of the convening of the meeting: The convening of the extraordinary general meeting is in compliance with the relevant laws, administrative regulations, departmental rules and regulations, regulatory documents and the Articles of Association of the Company.

4. Date and time:

Time of the on-site meeting: At 10:00 am on 7 Mar 2025.

Time of online voting:

(1) Online voting via the Shenzhen Stock Exchange Trading System is from 9:15 to 9:25, 9:30 to 11:30, and 13:00 to 15:00 on 7 Mar 2025.

(2) Online voting via the Internet of the Shenzhen Stock Exchange is from 9:15 to 15:00 on 7 Mar 2025.

5. Convening method:

The EGM will adopt a combination of on-site voting and online voting. The EGM will provide an online voting platform to the shareholders of the Company through the Shenzhen Stock Exchange System and the Internet voting system (<http://wltp.cninfo.com.cn>), and shareholders can exercise their voting rights through the aforesaid system within the online voting time.

Shareholders of the Company shall choose one of the methods of on-site voting or online voting. In the event of duplicate voting on the same voting right, the result of the first valid voting shall prevail.

6. Record date: 28 Feb 2025.

7. Attendees:

(1) All shareholders of the Company registered with the China Securities Depository and Clearing Corporation Limited, Shenzhen Branch after the close of trading in the afternoon of 28 Feb 2025 shall have the right to attend and vote at the EGM in the manner as announced in the notice; shareholders who are unable to attend the EGM in person may authorize another person to attend on their behalf (the authorized person need not be a shareholder of the Company, and please refer to the attached power of attorney).

(2) Directors, supervisors, and officers of the Company.

(3) Witness lawyers engaged by the Company and other guests invited by the Board of Directors.

8. Venue: Meeting room of the Company (20/F, Block A, Rongchao Binhai Building, Haixiu Road, Baoan District, Shenzhen).

II. Matters for Deliberation

Coding Table of Proposals of the EGM:

Code	Name	Notes
		Columns ticked in this column can be voted on
100	General proposal: All proposals except cumulative voting proposals	√
Non-cumulative voting proposal		
1.00	<i>Proposal on Forecasting the Amount of Routine Related Party Transactions with Related Parties for 2025</i>	√
2.00	<i>Proposal on Purchasing Liability Insurances for Directors, Supervisors and Officers</i>	√
3.00	<i>Proposal on Revising the Articles of Association</i>	√
<i>Cumulative voting proposals (proposals 4.00, 5.00 and 6.00 are equal)</i>		
4.00	<i>Proposal for Election of Non-Independent Directors to the Seventh Session of the Board of Directors of the Company</i>	Number of voters to be elected (4)
4.01	<i>Election of Mr. Xu Kaihua as a non-independent director of the seventh session of the Board of Directors of the Company</i>	√
4.02	<i>Election of Ms. Wang Min as a non-independent director of the seventh session of the Board of Directors of the Company</i>	√
4.03	<i>Election of Mr. Zhou Bo as a non-independent director of the seventh session of the Board of Directors of the Company</i>	√
4.04	<i>Election of Mr. Pan Hua as a non-independent director of the seventh session of the Board of Directors of the Company</i>	√
5.00	<i>Proposal for Election of Independent Directors for the Seventh Session of the Board of Directors of the Company</i>	Number of voters to be

		elected (2)
5.01	<i>Election of Mr. Pan Feng as an Independent Director of the Seventh Session of the Board of Directors of the Company</i>	√
5.02	<i>Election of Mr. Tang Sheng as an Independent Director of the Seventh Session of the Board of Directors of the Company</i>	√
6.00	<i>Proposal for Election of Shareholder Representative Supervisors for the Seventh Session of the Supervisory Committee of the Company</i>	Number of voters to be elected (2)
6.01	<i>Election of Mr. Lu Xijin as a shareholder representative supervisor of the seventh session of the Supervisory Committee of the Company</i>	√
6.02	<i>Election of Mr. Song jiale as a shareholder representative supervisor of the seventh session of the Supervisory Committee of the Company</i>	√

The above proposals has been approved at the 34th meeting of the 6th Board of Directors and the 29th meeting of the 6th Supervisory Committee of the Company held on 17 Feb 2025. Details of which are set out in the Company's designated information disclosure media, namely China Securities Journal, Securities Times, Shanghai Securities News, Securities Daily and <http://www.cninfo.com.cn>.

The Proposal No. 3.00 is a special resolution, that need to be passed by over 2/3 of the voting rights held by shareholders (including shareholder proxies) attending the General Meeting.

The proposals in No. 4.00, No. 5.00, and No. 6.00 above are to be voted on by cumulative voting for the election of four non-independent directors, two independent directors, and two shareholder-representative supervisors. The number of election votes owned by a shareholder shall be the number of voting shares held by the shareholder multiplied by the number of persons to be elected, and the shareholder may distribute the election votes owned by the shareholder among the candidates in any number up to the number of persons to be elected (he/she may cast zero votes), but the total number of election votes owned by shareholder shall not exceed the number of election votes owned by the shareholder.

The qualifications and independence of the independent director candidates of the above proposal No. 5.00 are subject to the filing and review of the Shenzhen Stock Exchange without objection before the shareholders' meeting can vote on them.

All related shareholders are required to abstain from voting when the above proposals are considered.

In accordance with the requirements of the *Rules for General Meetings of Listed Companies*, votes on the proposals in this EGM shall be separately counted for small and medium-sized investors (small and medium-sized investors refer to shareholders other than: 1) Directors, supervisors and officers of listed companies; and 2) Shareholders who individually or collectively hold more than 5% of the shares of a listed company).

III. Registration Method

i. Registration time: From 9:00 to 17:00 on 4 Mar 2025.

ii. Registration method:

1. Legal representatives attending this meeting on behalf of institutional shareholders shall present ID cards, certificates of identity and securities account cards;
2. Proxies appointed by legal representatives to attend the meeting on behalf of institutional shareholders shall present their ID cards, a written power of attorney issued by the legal representative of the institutional shareholder's unit in accordance with the law, and securities account cards;
3. Individual shareholders attending the meeting in person shall present an ID card or other valid documents or certificates of identity, and securities account cards;
4. Proxies attending the meeting on behalf of individual shareholders shall present valid identity documents, the shareholder's power of attorney signed by the proxy and securities account cards;
5. Personnel attending the meeting shall present the aforesaid prescribed power of attorney and their original ID cards, and submit a copy of the aforesaid prescribed certificates to the registrar of the EGM.

Remote shareholders may register by letter or fax, which should contain the aforesaid documents (the letter or fax should reach the Company by 17:00 on 4 Mar 2025.).

iii. Registration place: Securities Department of GEM Co., Ltd.

Address: 20/F, Block A, Rongchao Binhai Building, Haixiu Road, Baoan District, Shenzhen

Postal code: 518101

Tel: 0755-33386666

Designated fax: 0755-33895777

Contact: Pan Hua, He Yang

IV. Specific Operating Procedures for Online Voting

At the EGM, shareholders can participate in voting through the trading system of the Shenzhen Stock Exchange and the Internet voting system at <http://wltp.cninfo.com.cn>. The EGM will give specific instructions on matters related to online voting. The content and format of the instructions required for specific operations of online voting are detailed in Appendix 1.

V. Miscellaneous

1. The meeting will last for half a day, and shareholders participating in the meeting shall bear their own board, lodging and transportation expenses;
2. Shareholders shall assist the staff in registration and attend the meeting on time

VI. Reference Documents

Resolution of the 34th Meeting of the 6th Board of Directors signed by the directors present and sealed by the Board of Directors.

Board of Directors of GEM Co., Ltd.

17 Feb 2025

Appendix 1:

Specific Operating Procedures for Online Voting

I. Procedures for Online Voting

1. Voting code and voting abbreviation for ordinary shares: The voting code is "362340" and the voting abbreviation is "GEM Vote";

2. Fill in the voting or electoral votes.

For non-cumulative voting proposals, shareholders shall fill in the voting opinion: Agree, Oppose, Abstain;

For cumulative voting proposals, fill the number of electoral votes cast for a particular candidate. Shareholders of a listed company shall cast their votes up to the number of electoral votes they have for each group of proposals. If the number of electoral votes cast by a shareholder exceeds the number of electoral votes owned by the shareholder, or if shareholder casts more votes than the number of persons entitled to be elected in the case of a qualified election, the shareholder's electoral vote for that group of proposals shall be considered null and void. If shareholders do not agree with a candidate, shareholders may cast zero votes for that candidate.

Checklist for reporting the number of electoral votes cast for candidates under the cumulative voting system

Number of electoral votes cast for candidates	fill a report
Vote X1 for candidate A	X1 vote
Vote X2 for candidate B	X2 vote
...	...
Total	No more than the number of electoral votes owned by the shareholder

An example of the number of electoral votes held by shareholders under each proposal group is set forth below:

(1) Election of non-independent directors (as in Proposal 4, an equal number of directors shall be elected, and the number of directors to be elected shall be four)

Number of election votes owned by shareholders = total number of voting shares represented by shareholders × 4

Shareholders may allocate the number of election votes they have among the 4 non-independent director candidates as they wish, provided that the total number of votes cast does not exceed the number of election votes they have.

(2) Election of independent directors (as in Proposal 5, an equal number of directors shall be elected, and the number of directors to be elected shall be two)

Number of election votes owned by shareholders = total number of voting shares represented by shareholders×2

Shareholders may allocate the number of election votes they have among the 2 independent director candidates as they wish, provided that the total number of votes cast does not exceed the number of election votes they have.

(3) Election of Shareholders Representative Supervisors (as in the case of Proposal No. 6, an equal number of shareholders representative supervisors shall be elected, and the number of persons to be elected shall be two)

Number of election votes owned by shareholders = total number of voting shares represented by shareholders ×2

Shareholders may allocate the number of electoral votes they own among the 2 candidates for Supervisors as they wish, provided that the total number of votes cast shall not exceed the number of electoral votes they own and the number of persons voted for shall not exceed 2.

3. Shareholders voting on the general proposal are deemed to have the same opinion on all proposals except the cumulative voting proposal. If a shareholder votes repeatedly on a general proposal and a specific proposal, the first valid vote shall prevail. If a shareholder votes on a specific proposal before the general proposal, the voting opinions on the specific proposal voted on shall prevail, and the voting opinions on the general proposal shall prevail for other proposals not voted on; if a shareholder votes on the general proposal before the specific proposal, the voting opinions on the general proposal shall prevail.

II. Procedures for Voting through the Trading System of the Shenzhen Stock Exchange

1. Voting time: Trading hours on 7 Mar 2025, i.e., 9:15 to 9:25, 9:30 to 11:30, and 13:00 to 15:00.
2. Shareholders may log on to the trading client of securities companies to vote through the trading system.

III. Procedures for Voting through the Internet Voting System of the Shenzhen Stock Exchange (SZSE)

1. The time of voting through the Internet voting system is from 9:15 to 15:00 on 7 Mar 2025.
2. For online voting through the Internet voting system, shareholders shall authenticate their identity and obtain an "SZSE Digital Certificate" or "SZSE Investor Service Password" in accordance with the provisions of the *Guidelines on Investor Identity Authentication for Online Services of Shenzhen Stock Exchange (Revised in 2016)*. The specific authentication procedures are available in the column of rules and guidelines on the Internet voting system at <http://wltp.cninfo.com.cn>.
3. Shareholders may vote through the SZSE Internet voting system at <http://wltp.cninfo.com.cn> within the prescribed time according to the service password or digital certificate obtained.

Appendix 2:

Power of Attorney

I hereby give carte blanche to Mr. (Ms.) _____ to attend the 3rd Extraordinary General Meeting of GEM Co., Ltd. in 2025 on my (the shareholder unit's) behalf.

Proxy name:

Proxy ID No.:

Principal signature (institutional shareholder and unit seal):

Securities account No. of the Principal:

Number of shares held by the Principal:

Signing and issuance date of the power of attorney:

Validity of the commission:

My (the shareholder unit's) voting opinions on the proposals deliberated at the EGM is as follows:

Code	Name	Notes	Voting opinions		
		Columns ticked in this column can be voted on	Agree	Oppose	Abstain
100	General proposal: All proposals except cumulative voting proposals	√			
Non-cumulative voting proposal					
1.00	<i>Proposal on Forecasting the Amount of Routine Related Party Transactions with Related Parties for 2025</i>	√			
2.00	<i>Proposal on Purchasing Liability Insurances for Directors, Supervisors and Officers</i>	√			
3.00	<i>Proposal on Revising the Articles of Association</i>	√			
Cumulative voting proposals (proposals 4.00, 5.00 and 6.00 are equal)					

4.00	<i>Proposal for Election of Non-Independent Directors to the Seventh Session of the Board of Directors of the Company</i>	Number of voters to be elected (4)	Fill in the number of votes
4.01	<i>Election of Mr. Xu Kaihua as a non-independent director of the seventh session of the Board of Directors of the Company</i>	√	
4.02	<i>Election of Ms. Wang Min as a non-independent director of the seventh session of the Board of Directors of the Company</i>	√	
4.03	<i>Election of Mr. Zhou Bo as a non-independent director of the seventh session of the Board of Directors of the Company</i>	√	
4.04	<i>Election of Mr. Pan Hua as a non-independent director of the seventh session of the Board of Directors of the Company</i>	√	
5.00	<i>Proposal for Election of Independent Directors for the Seventh Session of the Board of Directors of the Company</i>	Number of voters to be elected (2)	Fill in the number of votes
5.01	<i>Election of Mr. Pan Feng as an Independent Director of the Seventh Session of the Board of Directors of the Company</i>	√	
5.02	<i>Election of Mr. Tang Sheng as an Independent Director of the Seventh Session of the Board of Directors of the Company</i>	√	
6.00	<i>Proposal for Election of Shareholder Representative Supervisors for the Seventh Session of the Supervisory Committee of the Company</i>	Number of voters to be elected (2)	Fill in the number of votes
6.01	<i>Election of Mr. Lu Xijin as a shareholder representative supervisor of the seventh session of the Supervisory Committee of the Company</i>	√	
6.02	<i>Election of Mr. Song jiale as a shareholder representative supervisor of the seventh session of the Supervisory Committee of the Company</i>	√	

Special Note: 1. For non-cumulative voting proposals, shareholders are requested to

tick the boxes of “Agree”, “disagree” and “abstain”. Only one of the three can be selected, and any selection of more than one of the three is invalid. If a proxy does not give specific instructions on how to vote on a matter under consideration or gives two or more instructions on the same matter under consideration, the proxy shall be entitled to decide to vote on the matter in accordance with the proxy’s own intention.

2. Proposals 4.00, 5.00 and 6.00 are subject to a cumulative voting system, the number of election votes owned by a shareholder shall be the number of voting shares held by the shareholder multiplied by the number of persons to be elected, and the shareholder may distribute the election votes owned by the shareholder among the candidates in any number up to the number of persons to be elected (he/she may cast zero votes), but the total number of election votes owned by shareholder shall not exceed the number of election votes owned by the shareholder.