

# NANJING PANDA ELECTRONICS COMPANY LIMITED

## RULES OF PROCEDURES FOR SHAREHOLDERS' MEETING

(Amended in December 2025)

### CHAPTER 1 GENERAL PROVISIONS

**Article 1** These rules are formulated in accordance with the Company Law of the PRC (the “Company Law”), the Securities Law of the PRC (the “Securities Law”), the Articles of Association of Nanjing Panda Electronics Company Limited (the “Articles of Association”) and other relevant regulations in order to regulate methods and procedures of the shareholders’ meeting of Nanjing Panda Electronics Company Limited (the “Company”) to ensure powers are exercised according to law, as well as scientific and correct decision-making of the shareholders’ meeting and to ensure legally and properly exercising rights and performing obligations of the shareholders.

**Article 2** These Rules shall be binding on all shareholders, directors, secretary to the Board and other relevant persons of the Company.

The Board of Directors of the Company shall earnestly perform their duties to organize shareholders’ meetings in a serious and timely manner. All directors of the Company shall act diligently and responsibly to ensure that the shareholders’ meetings are properly held and their functions and powers are exercised according to laws.

### CHAPTER 2 POWERS AND CONVENING OF THE SHAREHOLDERS’ MEETING

**Article 3** The shareholders’ meeting is the authority of power of the Company and shall exercise its powers to the extent as provided by the Company Law and the Articles of Association in accordance with law.

The shareholders’ meeting shall exercise the following functions and powers:

- (1) to elect and replace directors and to determine their remunerations;
- (2) to consider and approve the report of the Board of Directors;
- (3) to consider and approve the Company’s proposed annual budgets, and final accounting plans;

- (4) to consider and approve the Company's profit distribution plan and plan for recovery of losses;
- (5) to resolve on increases or reduction in the Company's registered capital;
- (6) to resolve on the merger, demerger, dissolution, liquidation of the Company or alteration of corporate form;
- (7) to resolve on the issue of bonds by the Company;
- (8) to pass resolutions on the engagement or dismissal of accounting firms undertaking the Company's audit work;
- (9) to amend the Articles of Association;
- (10) to consider the motions put forward by shareholder(s) representing 1% or more of the Company's shares with voting rights;
- (11) to consider and approve the guarantees provided in Article 64 of the Articles of Association;
- (12) to consider the purchases or sales of any material asset of the Company within 1 year, the amount of which exceeds 30% of its latest audited total assets;
- (13) to consider and approve the change in use of proceeds from fund raising;
- (14) to consider the share incentive plan and employee stock ownership plan;
- (15) to decide on matters which the Board of Directors may be authorised or delegated to deal with by the shareholders' meeting;
- (16) to determine any other matters as required in accordance with the laws, administrative regulations, departmental rules and the Articles of Association.

The shareholders' meeting may authorise the Board of Directors to resolve on the issuance of corporate bonds.

**Article 4** Shareholders' meetings are classified into annual shareholders' meetings and extraordinary shareholders' meetings. Shareholders' meetings shall be convened by the Board of Directors. Annual shareholders' meetings are held once every year and within six (6) months from the end of the preceding financial year.

The Board of Directors shall convene an extraordinary shareholders' meeting within two months of the occurrence of any one of the following events:

- (1) the number of directors is less than the quorum required by the Company Law or is less than two-thirds of the number of directors specified in the Articles of Association;

- (2) when the unrecovered losses of the Company amount to one third of the total amount of its share capital;
- (3) a request made by shareholders individually or jointly holding more than 10% of the Company's shares;
- (4) when the Board of Directors deems necessary or when requested by the Audit and Risk Management Committee;
- (5) other circumstances stipulated by laws, administrative regulations, departmental rules or the Articles of Association.

Should the Company be unable to convene a shareholders' meeting within the period mentioned in the preceding paragraph, it shall report to the local office of the China Securities Regulatory Commission ("CSRC") at the place where the Company is located and the listing stock exchange(s) where the shares of the Company are listed (the "Stock Exchange(s)"), explain the reason and make announcement.

**Article 5** Subject to the consent of more than half of all the independent directors, independent directors are entitled to propose to the Board of Directors to convene an extraordinary shareholders' meeting. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles of Association, furnish a written reply stating its agreement or disagreement to the convening of the extraordinary shareholders' meeting within ten (10) days after receiving such proposal from the independent directors.

In the event that the Board of Directors agrees to convene an extraordinary shareholders' meeting, the notice of the shareholders' meeting shall be issued within five (5) days after the passing of the relevant resolution of the Board of Directors. In the event that the Board of Directors does not agree to convene an extraordinary shareholders' meeting, reasons for such disagreement shall be given by way of announcement.

**Article 6** The Audit and Risk Management Committee is entitled to propose to convene an extraordinary shareholders' meeting to the Board of Directors, provided that such proposal shall be made in writing. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles of Association, furnish a written reply stating its agreement or disagreement to the convening of an extraordinary shareholders' meeting within ten (10) days after receiving such proposal.

In the event that the Board of Directors agrees to convene an extraordinary shareholders' meeting, the notice of the shareholders' meeting shall be issued within five (5) days after the passing of the relevant resolution of the Board of Directors. Any change to the original proposal made in the notice requires prior approval of the Audit and Risk Management Committee.

In the event that the Board of Directors does not agree to convene an extraordinary shareholders' meeting or does not furnish any written reply within ten (10) days after receiving such proposal, the Board of Directors shall be deemed as incapable of performing or failing to perform the duty of convening a shareholders' meeting, in which case the Audit and Risk Management Committee may convene and preside over such meeting on a unilateral basis.

**Article 7** Shareholders individually or collectively holding 10% or more of the Company's shares shall be entitled to propose to the Board of Directors to convene an extraordinary shareholders' meeting, provided that such proposal shall be made in writing. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles of Association, furnish a written reply stating its agreement or disagreement to the convening of the extraordinary shareholders' meeting within ten (10) days after receiving such proposal.

In the event that the Board of Directors agrees to convene an extraordinary shareholders' meeting, the notice of the shareholders' meeting shall be issued within five (5) days after the passing of the relevant resolution of the Board of Directors. Any change to the original proposal made in the notice requires prior approval of the shareholder(s) concerned.

In the event that the Board of Directors does not agree to convene an extraordinary shareholders' meeting or does not furnish any reply within ten (10) days after receiving such proposal, shareholders individually or collectively holding 10% or more of the Company's shares shall be entitled to propose to the Audit and Risk Management Committee to convene extraordinary shareholders' meeting, provided that such proposal shall be made in writing.

In the event that the Audit and Risk Management Committee agrees to convene an extraordinary shareholders' meeting, the notice of the shareholders' meeting shall be

issued within five (5) days after receiving such request. Any changes to the original request made in the notice shall require prior approval of the shareholders concerned.

Failure of the Audit and Risk Management Committee to issue the notice of the shareholders' meeting within the term stipulated shall be deemed as failure of the Audit and Risk Management Committee to convene and preside over the shareholders' meeting, and shareholders individually or collectively holding 10% or more of the Company's shares for ninety (90) consecutive days or more may convene and preside over the meeting on a unilateral basis.

**Article 8** Where the Audit and Risk Management Committee or shareholders decide(s) to convene the shareholders' meeting by itself/themselves, it/they shall send out a written notice to the Board of Directors, and shall file with the Stock Exchange(s).

The shareholding of the convening shareholders shall not be lower than 10% prior to the announcement of the resolutions of the shareholders' meeting.

The Audit and Risk Management Committee or the convening shareholder shall submit relevant evidence to the Stock Exchange(s) upon the issuance of the notice of shareholders' meeting and the announcement of the resolutions of the shareholders' meeting.

**Article 9** The Board of Directors and the secretary to the Board of Directors shall cooperate with respect to matters relating to a shareholders' meeting convened by the Audit and Risk Management Committee or shareholders at its/their own discretion. The Board of Directors shall provide the register of shareholders as of the record date. If the Board of Directors does not provide the register of shareholders, the convener may apply to the securities depository and clearing authority for obtaining the register of shareholders with the announcement in relation to the notice convening the shareholders' meeting. The register of shareholders obtained by the convener shall not be used for any other purposes other than to convene a shareholders' meeting.

**Article 10** Expenses arising from convening of a shareholders' meeting by the Audit and Risk Management Committee or shareholders at its/their own discretion shall be borne by the Company.

**Article 11** Voting via telecommunication shall not be adopted at annual shareholders' meetings or shareholders' meetings convened as proposed by shareholders

or the Audit and Risk Management Committee; voting via telecommunication shall not be adopted at extraordinary shareholders' meetings discussing the following matters:

- (1) Increase or reduction of registered capital of the Company;
- (2) Issuance of Company's bonds;
- (3) Division, merger, dissolution and liquidation of the Company;
- (4) Amendments to the Articles of Association;
- (5) Profit distribution plans and loss recovery plans;
- (6) Appointment and dismissal of members of the Board of Directors;
- (7) Change in raised proceeds' usage;
- (8) Connected transactions subject to consideration by shareholders' meeting;
- (9) Acquisition or disposal of assets subject to consideration by shareholders' meeting;
- (10) Change of an accounting firm;
- (11) Other matters on which the Articles of Association do not permit voting by telecommunication.

### **CHAPTER 3 NOTICE AND CONVENING OF SHAREHOLDERS' MEETING**

**Article 12** The convener shall notify the shareholders by announcement twenty-one (21) days prior to the annual shareholders' meeting, and the extraordinary shareholders' meeting will be notified to the shareholders fifteen (15) days prior to the meeting.

In calculating the starting period, the Company does not include the day of the meeting.

**Article 13** A notice of shareholders' meeting shall indicate the time and place of the meeting and specify the equity registration date. The interval between equity registration date and the date of the shareholders' meeting shall not be more than seven (7) business days. The equity registration date shall not be changed once confirmed.

**Article 14** When the Company convenes a shareholders' meeting, the Board of Directors, the Audit and Risk Management Committee and shareholders individually or jointly holding 1% or more of the Company's shares have the right to propose motions in writing to the Company, and the Company shall include such proposed motions into the

agenda for such shareholders' meeting if they are matters falling within the functions and powers of shareholders' meetings.

The content of a proposal shall be within the scope of functions and powers of the shareholders' meeting, which shall have definite topics to be discussed and specific matters to be resolved, and in accordance with relevant regulations as stipulated in the laws, administrative regulations and the Articles of Association.

**Article 15** The shareholders individually or jointly holding 1% or more of the Company's shares may propose provisional motions and submit to the convener in writing prior to ten (10) days of the convening of a shareholders' meeting. The convener shall issue a supplemental notice of shareholders' meeting within two (2) days after receiving the proposed motions to make public the contents of the provisional motions and shall submit the same to the shareholders' meeting for consideration. However, this shall not apply if the extempore motion violates laws, administrative regulations, or the provisions of the Articles of Association, or falls outside the scope of authority of the shareholders' meeting. Provisional motions should carry specific subjects and matters to be resolved that fall within the scope of authority of the shareholders' meeting. The supplemental notice of shareholders' meeting issued by the Company and the convening of a shareholders' meeting shall be in compliance with the relevant requirements of laws, regulations, rules and the Listing Rules of the stock exchange which the Company listed on.

Other than the circumstances stipulated in the above provision, proposals already listed in the notice of the shareholders' meeting shall not be altered and new proposals shall not be added following the issuance of the notice of the shareholders' meeting by the convener.

**Article 16** After despatch of the notice of shareholders' meeting, the shareholders' meeting shall not be postponed or cancelled without proper reasons. The motions stated in the notice of shareholders' meeting shall not be cancelled. In the event that the shareholders' meeting is postponed or cancelled, the convener shall make announcement at least two (2) business days in advance prior to the original date of the shareholders' meeting and expatiate on the reasons.

**Article 17** Proposals that are not clearly listed in the notice of the shareholders'

meeting or are not in compliance with the paragraph(2) of Article 14 of the Articles of Association shall not be voted on and decided during the shareholders' meeting.

**Article 18** The notice and supplemental notice of the shareholders' meeting should fully and completely disclose specific contents of all the resolutions and all information or explanation to enable the shareholders to make reasonable judgment on the matters proposed to be discussed.

The notice of a shareholders' meeting shall include the followings:

(1) the date, place and duration of the meeting;  
(2) the matters and motions submitted to the meeting for consideration;  
(3) contain a writing statement that all shareholders, including all ordinary shareholders and shareholders holding special voting shares, are entitled to attend and vote, that they may appoint proxies in writing to attend and vote at the shareholders' meeting on their behalves and that such proxies need not be shareholders of the Company;

(4) the equity registration date for the shareholders who are entitled to attend the shareholders' meeting;  
(5) the name and phone number of the contact person for the meeting;  
(6) the time and procedures for voting online or by other means.

The convener shall disclose information required for the shareholders to make reasonable decision on the proposed issue five (5) days prior to the shareholders' meeting. In accordance with the relevant provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Company shall send a circular or supplementary circular to shareholders no less than ten (10) business days prior to the date of the relevant shareholders' meeting as the Company gives notice of the shareholders' meeting to approve the transaction referred to in the circular.

**Article 19** If the shareholders' meeting intends to discuss the election of directors, the notice of the shareholders' meeting should disclose full information of the candidates for directors. The notice should at least include the following:

(1) personal circumstances such as education background, work experience, other simultaneous appointments;  
(2) whether the candidate has a related party relationship with the Company or its

directors, senior management, de facto controllers and shareholders holding 5 percent or more of the shares;

(3) whether the candidate may not be nominated to serve as a director or senior management of a listed company pursuant to the securities regulatory rules of the place where the Company is listed;

(4) the number of shares held in the Company;

(5) whether the candidate was subject to punishment by CSRC and other relevant department and sanctioned by the Stock Exchange(s).

Each candidate for director should be separately proposed, except for directors elected by way of cumulative voting system.

**Article 20** All registered ordinary shareholders as at the equity registration date and their proxies are entitled to attend the shareholders' meeting. The Company and the convener cannot reject such shareholders from attending the shareholders' meeting for any reason. Shareholders attending the shareholders' meeting shall be entitled to one vote for each share held. Shares held by the Company shall not be entitled to voting rights.

The notice of the shareholders' meeting shall be sent to the shareholders (whether or not entitled to vote at the meeting) in the form of notice specified in the Articles of Association or in other ways permitted by the stock exchange where the shares of the Company are listed. For holders of domestic shares, notice of a shareholders' meeting may also be given by way of announcement.

The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority under the State Council. Once the announcement is made, the holders of domestic shares shall be deemed to have received the notice of relevant shareholders' meeting.

**Article 21** The venue of a shareholders' meeting of the Company shall be the principal place of business of the Company or other place designated by the notice of the shareholders' meeting. Meeting venue shall be set for shareholders' meetings which shall be convened by way of on-site meetings. According to the laws, administrative regulations, CSRC or the Articles of Association, the Company shall use safe, economical and convenient Internet and other means to facilitate shareholders. After the notice of a shareholders' meeting has been issued, the venue for holding the on-site shareholders'

meeting shall not be changed without a proper reason. If a change is necessary, the convener shall issue an announcement at least two business days prior to the date when the onsite meeting is to be held and explain the reasons.

**Article 22** Shareholders may attend a shareholders' meeting in person and exercise his voting right, or may entrust other person to attend the meeting and exercise the voting right to the extent of the authorization given.

**Article 23** The time and procedures for voting via internet or by other means will be specifically stated in the notice of the shareholders' meeting.

The beginning time for voting via internet or other means for the shareholders' meeting shall not be earlier than 3:00 p.m. of the day prior to the shareholders' meeting, and shall not be later than 9:30 a.m. of the day when the onsite shareholders' meeting is convened and its closing time shall not be earlier than 3:00 p.m. of the day when the onsite shareholders' meeting is closed.

**Article 24** The Board of Directors and other convener(s) shall take necessary measures to ensure the smooth running of the shareholders' meeting. They shall take measures to stop any acts of interference in the shareholders' meeting, picking quarrels, provoking troubles and infringing of legal rights and interests of shareholders, and shall report them to the relevant authorities for investigation and punishment on a timely basis.

**Article 25** Shareholders may personally attend the shareholders' meeting, and may appoint one or more persons (whether a shareholder or not) as his/her proxy to attend and vote on his/her behalf. A proxy so appointed shall exercise the following rights pursuant to such authorization:

- (1) the shareholder's right to speak at the meeting;
- (2) the right to demand or join in demand for a poll;
- (3) the right to vote by hand or on a poll, provided that when a shareholder has appointed more than one proxy, such proxies may only vote on a poll.

A shareholder who is a minor, a ward or bankrupt shall not attend in person the shareholders' meeting. His/her legal representative or bankruptcy trustee shall attend on his/her behalf.

**Article 26** A shareholder who attends the shareholders' meeting shall show his/her shareholding account voucher, identity card or other valid identification documents which can prove his/her identity; in case of attending the meeting by appointing a proxy, the instrument appointing the proxy shall be in writing under the hand of the appointer or his/her attorney duly authorized in writing, or if the appointer is a legal entity either under seal or under the hand of a director or attorney duly authorized.

**Article 27** The proxy form shall be deposited at the address of the Company or another place specified in the notice of the meeting not less than 24 hours prior to the time appointed for the holding of the meeting or 24 hours prior to the time appointed for voting. Where the proxy form is signed by a person authorised by the principal, the power of attorney or other authorisation instruments shall be notarised. The notarised power of attorney and other authorization instruments, together with the proxy form, shall be lodged at the address of the Company or such other place as specified in the notice to the meeting.

**Article 28** A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the death or loss of capacity of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given prior to the voting, provided that no notice in writing of such event have been received by the Company before the commencement of the meeting at which the proxy is used.

**Article 29** A proxy shall produce his identity card, and the power of attorney signed by the principal or legal representative of the principal (on which the date of issuance is provided) when attending a meeting on behalf of a shareholder.

**Article 30** The convenor and lawyers should rely on the register of shareholders provided by the securities registration and clearing institution to jointly verify the legality of the qualification of the shareholders and register the names of the shareholders and the number of shares held by them with voting rights. The registration for the shareholders' meeting should end before the chairperson announces the number of shareholders and proxies attending the shareholders' meeting and the total number of shares held by them carrying voting rights.

## CHAPTER 4 PROPOSALS PUT FORWARD AT THE MEETING

**Article 31** Proposals raised at the shareholders' meeting shall meet the following criteria:

- (1) It shall be free of conflicts with the provisions of laws, administrative regulations and Articles of Association, and fall into the business scope of the Company and the terms of reference of the shareholders' meeting;
- (2) Contain definite topics to discuss and specific matters to resolve;
- (3) Be submitted in writing to the Board of Directors.

**Article 32** The Board of Directors shall act in the best interests of the Company and shareholders, and review the proposals to shareholders' meeting in accordance with the previous article.

**Article 33** Should the Board of Directors decide not to include a motion of shareholders into the agenda of the shareholders' meeting, appropriate explanations shall be made at the shareholders' meeting. Shareholders who object to the Board decision to exclude the proposal from the agenda of the meeting are entitled to request to convene an extraordinary shareholders' meeting pursuant to the Articles of Association, these rules and other relevant regulations.

## CHAPTER 5 DECISION-MAKING PROCEDURES AND RESOLUTION FOR SHAREHOLDERS' MEETING

**Article 34** Resolutions of shareholders' meetings are classified into ordinary resolutions and special resolutions.

To adopt an ordinary resolution, more than half of the voting rights represented by the shareholders (including proxies) present at the meeting must be exercised in favour of the resolution in order for it to be passed.

To adopt a special resolution, not less than two-thirds of the voting rights represented by the shareholders (including proxies) present at the meeting must be exercised in favour of the resolution in order for it to be passed.

**Article 35** Shareholders (including proxies) exercise their voting rights in proportion to their shareholdings with voting rights, and each share entitles the

shareholder one voting right upon voting at the shareholders' meeting.

**Article 36** Where the shareholders' meeting requests the director or senior management to attend the meeting, the director or senior management shall attend the meeting and subject to questioning by shareholders.

However, if the above-mentioned persons do have valid reasons not to participate, they should submit a leave report to the convener of meeting one business day before the meeting.

**Article 37** The voting at the shareholders' meeting will be taken by way of registered poll.

**Article 38** Any shareholder or proxy of shareholder who attends the shareholders' meeting shall take one of the following stances on the proposal to be voted: for, against or abstain, except for the securities registration and settlement institutions which, being the nominal holders of shares under Stock Connect between the Mainland and Hong Kong, shall make declarations according to the intentions of the beneficial holders.

For voter(s) whose voting slips are left blank, incorrectly completed, illegible or without vote casting, such voter(s) shall be deemed to have waived his voting rights, and the votes in respect of the number of shares held by him shall be counted as "abstain".

**Article 39** When the shareholders' meeting votes on a motion to elect directors, cumulative voting shall be used in accordance with the regulations of these rules or resolutions passed at the shareholders' meeting. Cumulative voting shall be used when a single shareholder and its persons acting in concert hold over 30% of the total shares of the Company. Cumulative voting shall be used when two or more independent directors are elected at a shareholders' meeting.

**Article 40** The following rules shall be observed where cumulative voting is adopted in a shareholders' meeting of shareholders for election of directors:

There should be separate voting sessions for the election of independent directors and non-independent directors. In the election of independent directors, each shareholder present at the meeting is entitled to such number of votes as equity to the number of shares held by it multiplied by the number of independent directors to be elected at the shareholders' meeting of shareholders, and such votes can only be used for the candidates of independent directors of the Company. In the election of non-independent directors,

each shareholder present at the meeting is entitled to such number of votes as equity to the number of shares held by it multiplied by the number of non-independent directors to be elected at the shareholders' meeting of shareholders, and such votes can only be used for the candidates of non-independent directors of the Company. When electing directors at the shareholders' meeting of shareholders, each candidate of director shall be voted separately and individually. A shareholder can exercise its voting rights either collectively to one candidate or separately to several different candidates for the same type of position, provided that the total number of votes exercised by a shareholder shall not exceed the total number of votes entitled to it for such type of candidate.

The election of directors shall depend on the number of votes obtained, which shall be no less than half of the total voting rights entitled to the shareholders present at the shareholders' meeting of the shareholders.

**Article 41** Methods and procedures to nominate directors are as follows:

Non-independent directors who are not employee representatives shall be elected from candidates nominated by the Board of Directors or one or more shareholders representing 1% or more of the issued share capital of the Company at the shareholders' meeting. The aforementioned proposals submitted by shareholders to the Company shall be delivered to the Company ten (10) days prior to the convening of the shareholders' meeting. Written notice of the intention to nominate a candidate for the post of director and the candidate's acceptance to be nominated as a director shall be delivered to the Company seven days prior to the convening of the shareholders' meeting.

The Company shall separately formulate a special system for the nomination of independent directors.

**Article 42** The Board of Directors shall make a public announcement to the shareholders on the resume and basic information of the candidates of directors.

**Article 43** Save and except for the accumulative voting mechanism, all resolutions shall be voted at the shareholders' meeting item by item, and shall be voted in the sequence according to the time of proposal when various proposals are put forward concerning the same issue. Except under special circumstances such as force majeure which lead to the suspension or inability to pass resolutions at a shareholders' meeting, proposals shall not be set aside or rejected for voting at the shareholders' meeting.

**Article 44** No amendment shall be made on the proposals during the consideration at the shareholders' meeting. If changed, the proposal shall be treated as a new proposal and shall not be voted at the current shareholders' meeting.

**Article 45** The same voting right can only be exercised by electing to vote onsite, via internet or by other means. In the event that the same voting right has been exercised by more than one means, the result of the first voting shall prevail.

**Article 46** The following matters shall be resolved by an ordinary resolution at a shareholders' meeting:

- (1) work report of the Board of Directors;
- (2) plans formulated by the Board of Directors for distribution of profits and for making up losses;
- (3) appointment or removal of members of the Board of Directors, their remuneration and manner of payment;
- (4) the Company's proposed annual budgets and final accounting plan and annual report;
- (5) matters other than those required by the laws and administrative regulations or Articles of Association to be adopted by special resolution.

**Article 47** The following matters shall be resolved by a special resolution at a shareholders' meeting:

- (1) Increase or decrease of the registered capital of the Company;
- (2) Division, spin-off, merger, dissolution and liquidation of the Company;
- (3) Amendments to the Articles of Association;
- (4) The purchase or disposal of material assets of the Company within 1 year or any guarantee provided to others, the amount of which exceeds 30% of the latest audited total assets of the Company;
- (5) Share incentive scheme;
- (6) Any other matters required by the laws, administrative regulations and the Articles of Association and considered and approved by the shareholders' meeting, by way of an ordinary resolution, to have a substantial impact on the Company and to require approval by a special resolution.

**Article 48** In the event that any resolution passed in the shareholders' meeting is

in breach of PRC laws, administrative regulations, or violates the lawful rights and interests of shareholders, the shareholders shall be entitled to lodge an action to the People's Court to abort such breach and violation.

**Article 49** A shareholders' meeting shall be chaired by the chairman of the board who shall preside as chairperson of the meeting. If the chairman of the board cannot attend the meeting for any reasons, the vice chairman (if the Company has two vice chairmen, the vice chairman jointly elected by a majority of the directors shall serve as the chairperson of the meeting) shall preside at the meeting as chairperson. If the Vice Chairman is unable or fails to perform such duties, a director elected by more than one half of the directors shall convene and preside over the meeting. If a chairperson has not been designated, shareholders attending the meeting may elect a person to act as chairperson. If for any reason the shareholders cannot elect a chairperson, the shareholder with the greatest number of voting shares present at the meeting whether in person or by proxy shall act as chairperson.

The shareholders' meeting convened by the Audit and Risk Management Committee shall be presided over by the convener of the committee. If the convener of the Audit and Risk Management Committee is unable or fails to perform his/ her duties, a member of the Audit and Risk Management Committee jointly elected by a majority of the committee members shall serve as the chairperson of the meeting.

Shareholders may convene the meeting themselves and the convener or a representative nominated by him/ her shall preside over the meeting.

When the shareholders' meeting is held and the chairperson of the meeting violates these Rules which makes it difficult for the shareholders' meeting to continue, a person may be elected at the shareholders' meeting to act as the chairperson of the meeting, subject to the approval of more than half of the shareholders having the voting rights who are present at the meeting.

**Article 50** Before voting, the chairperson of the meeting shall announce the number of shareholders and proxies attending the meeting in person and the total number of shares held with voting rights. The number of shareholders and proxies attending the meeting in person and the total number of shares held with voting rights recorded on the meeting register shall prevail.

**Article 51** Where the shareholders' meeting is considering matters related to a connected transaction, connected shareholders shall not participate in voting and the shares with voting rights which they represent shall not be counted in the total number of valid votes. Announcement on the resolutions passed at the shareholders' meeting shall fully disclose the details of voting by the non-connected shareholders.

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

The Company's shares held by itself shall not carry voting rights, and those shares shall not be included in calculating the total number of shares carrying voting rights upon attendance at a shareholders' meeting.

If a shareholder purchases voting shares of the Company in violation of paragraphs 1 and 2, Article 63 of the Securities Law, the portion of shares exceeding the prescribed ratio shall not carry voting rights for 36 months after the purchase and shall not be included in the total number of voting shares present at the shareholders' meeting.

The Board of Directors, independent directors, shareholders holding one percent or more of the voting shares of the Company, or investor protection institutions established in accordance with the law, administrative regulations, or the provisions of the CSRC may publicly solicit shareholders' voting rights. Sufficient disclosure of information such as specific voting preferences shall be made to the shareholders from whom voting rights are being solicited. Consideration or other forms of de facto consideration for the solicitation of voting rights from shareholders shall be prohibited. The Company shall not set a minimum shareholding threshold on the solicitation of voting rights.

**Article 52** Before a resolution is voted on at a shareholders' meeting, two shareholders, representatives shall be elected as vote counters and scrutinizers. Any shareholder who is interested in the matter under consideration and proxies of such shareholder shall not participate in vote counting or scrutinizing.

When a proposal is voted upon at a shareholders' meeting, lawyers and shareholders' representatives shall count and scrutinize the votes jointly, and the voting results shall be announced on the spot.

Shareholders of the Company or their proxies who cast votes via Internet or other means shall be entitled to review their own voting result through the relevant voting system.

**Article 53** The closing time of the shareholders' meeting at the venue where such meeting is physically held shall not be earlier than that for voting via Internet or by other means. The chairperson of the meeting shall announce how the votes were cast and the voting results in respect of each resolution, and announce whether such resolution has been passed according to the voting results.

Before the official announcement of the voting results, the Company, the counting officers, the voting observers, the major shareholders and the Internet service providers and other relevant parties involved in the shareholders' meeting, on the Internet and in other voting methods shall be obliged to keep confidential the way the votes were cast.

**Article 54** Should the chairperson of the meeting have any doubt as to the result of a resolution which has been put to voting, he/she may have the ballots counted. If the chairperson of the meeting has not counted the ballots, any participating shareholder or proxy who objects to the result announced by the chairman of the meeting may, immediately after the declaration of the voting result, demand that the ballots be counted and the chairperson of the meeting shall have the ballots counted immediately.

**Article 55** Provided that the ballots shall be counted at the shareholders' meeting, the counting results shall be recorded into the minutes of the meeting.

A shareholders' meeting shall have its minutes, for which the secretary to the Board of Directors shall be responsible. The minutes shall include the following contents:

- (1) date, venue and agenda of the meeting as well as the name and title of the convener;
- (2) name of the person who presided over the meeting, names of the directors and senior management members who attended the meeting;
- (3) number of shareholders and proxies who attended the meeting, number of voting shares held by them and their proportion to the Company's total number of shares, and the number of shares with voting rights held by domestic shareholders (including their proxies) and overseas-listed foreign-investment shareholders (including their proxies) present at the meeting, and their proportions to the total numbers of shares of the

Company;

(4) deliberation procedure, main points of the speech and statement, and voting result, and the votes of domestic shareholders and overseas-listed foreign-investment shareholders (if any) on each motion which shall be recorded in the voting result;

(5) inquiry, opinion or proposal of the shareholders and the relevant reply or explanation;

(6) name of the lawyer, vote counter and scrutineer;

(7) other matters which shall be recorded in the minutes of the meeting according to the Articles of Association.

Directors, secretary to the Board of Directors, convener or its representative and the chairperson of the meeting present at the meeting should sign on the minutes of the meeting, and be responsible for the authenticity, accuracy and completeness of the minutes of meetings. Resolutions passed at the shareholders' meeting shall be produced in a summary of the meeting. Minutes and summaries of the meeting shall be produced in Chinese. The minutes of the meeting together with valid information including the attendance book for shareholders' signing, the proxy forms for proxies attending the meeting, the Internet and voting by other methods shall be kept at the domicile of the Company for a term not less than 10 years.

**Article 56** The convener shall ensure that the shareholders' meeting is conducted consecutively until final resolutions are adopted. Should the meeting be adjourned or become unable to pass resolutions due to force majeure or other exceptional reasons, necessary measures shall be taken to either resume the meeting as soon as possible or directly terminate the meeting, and an announcement shall be made promptly. Meanwhile, the convener shall report to the local agency of the CSRC and the stock exchange in the place where the Company is located.

**Article 57** Resolutions of the shareholders' meeting shall be announced in a timely manner in accordance with the listing rules of the place where the Company's shares are listed, with the number of shareholders and proxies who attended the meeting and their ratio to all shares with voting rights of the Company, voting method, and voting result of each proposal, and details about each resolutions passed.

The Company shall formulate and announce the statistics of the attendance and

voting by holders of domestic shares and foreign shares separately.

In the event that the shareholders' meeting passes proposals in relation to the election of directors, the newly appointed directors shall assume duty in accordance with the provisions of the Articles of Association.

For proposals in relation to the dividend payment, bonus shares, or conversion of capital reserve fund to increase share capital passed at the shareholders' meeting, the Company shall implement specific plan within two months after the conclusion of the shareholders' meeting.

**Article 58** If any proposal is not adopted at a general meeting, or if a shareholders' meeting changes a resolution passed at the previous shareholders' meeting, a special note thereof shall be made in the announcement of resolutions of such shareholders' meeting.

**Article 59** The Company shall engage lawyers to attend the shareholders' meeting and advise on the following issues with announcements made thereon:

(1) whether or not the convening of the shareholders' meeting and its procedures are in compliance with the requirements in laws, administrative regulations, the Rules of Procedures for Shareholders' Meeting of Listed Companies and the Articles of Association;

(2) verification of the validity of the eligibility of attendees and the convenor;

(3) whether or not the procedures for voting and the voting results of the meeting are lawful and valid;

(4) legal opinions on other matters upon the request of the Company.

**Article 60** Resolutions of a shareholders' meeting contrary to the laws and administrative regulations shall be void.

The controlling shareholder(s) and de facto controller(s) should not restrict or obstruct minority shareholders to exercise their voting rights in accordance with laws and should not infringe the legal rights of the Company and minority shareholders.

If the convening procedures or voting methods for the shareholders' meeting contravenes the laws, administrative regulations or the Articles of Association, or the contents of a resolution contravenes the Articles of Association, the shareholders on their own initiative may submit to the people's court to cancel the resolution within 60 days after the said resolution is made. However, this does not apply if the convening

procedures or voting methods of the shareholders' meeting has only minor flaws that do not have a substantive impact on the resolution.

Where the Board of Directors, shareholders and other relevant parties have disputes over the qualifications of the convener, the convening procedures, the legality of the content of the proposals, the validity of the resolutions of the shareholders' meeting and other matters, they shall promptly file a lawsuit with the people's court. Before the people's court makes a judgment or ruling such as a resolution to revoke, the relevant parties shall implement the resolution of the shareholders' meeting. The Company, directors and senior management shall earnestly perform their duties, promptly implement the resolutions of the shareholders' meeting, and ensure the normal operation of the Company.

Where a people's court makes a judgment or ruling on relevant matters, the listed company shall fulfill its information disclosure obligations in accordance with laws, administrative regulations, and the rules of the CSRC and the stock exchange, provide a full explanation of the impact, and shall actively cooperate with the execution thereof after the judgment or ruling becomes effective. If the matter involves correcting previously disclosed information, the Company shall promptly address it and fulfill the corresponding information disclosure obligations.

**Article 61** At the annual shareholders' meeting, the Board of Directors shall report to the shareholders' meeting on their work over the previous year, and each of the independent directors shall also submit his/her work report. Directors and senior management shall respond to and explain the enquiries raised by shareholders at the shareholders' meeting.

## CHAPTER 6 SUPPLEMENTARY PROVISIONS

**Article 62** The term "announcement", "notice" or "supplementary notice of a shareholders' meeting" as used in these rules of procedures refers to the publication of relevant information disclosure content on the websites of media and stock exchanges that meet the qualification requirements prescribed by the CSRC.

**Article 63** These rules of procedures shall come into effect after the approval of the shareholders' meeting of the Company as appendices to the Articles of Association.

These rules shall be interpreted and amended by the shareholders' meeting.

**Article 64** For the purpose of these rules of procedures, the terms "above" and "within" shall be inclusive, whereas the terms "over", "below", and "more than" shall be exclusive.

**Article 65** Should there be discrepancy between these rules and the PRC laws, administrative regulations and regulations of relevant authorities, the PRC laws, administrative regulations and regulations of relevant authorities shall prevail.

The board of directors of Nanjing Panda Electronics Company Limited

4 December 2025