
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Wise Living Technology Co., Ltd, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Wise Living Technology Co., Ltd

慧居科技股份有限公司

(A joint stock limited liability company incorporated in the People's Republic of China)

(Stock Code: 2481)

- (1) REPORT OF THE BOARD FOR THE YEAR 2025;**
- (2) REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2025;**
- (3) ANNUAL REPORT FOR THE YEAR 2025;**
- (4) AUDITED FINANCIAL STATEMENTS FOR THE YEAR 2025;**
- (5) FINANCIAL BUDGET PLAN FOR THE YEAR 2026;**
- (6) PROFIT DISTRIBUTION PLAN FOR THE YEAR 2025;**
- (7) PROPOSED AUTHORISATION TO THE BOARD ON CREDIT LINES AND PROVISION OF GUARANTEE FOR THE YEAR 2026;**
- (8) REMUNERATION PLAN FOR DIRECTORS FOR THE YEAR 2026;**
- (9) RE-APPOINTMENT OF THE COMPANY'S AUDITOR FOR THE YEAR 2026;**
- (10) PROPOSED GENERAL MANDATE TO ISSUE H SHARES;**
- (11) PROPOSED GENERAL MANDATE TO REPURCHASE H SHARES;**
- (12) AMENDMENTS TO THE ARTICLES OF ASSOCIATION;**
- (13) AMENDMENTS TO THE RULES OF PROCEDURE FOR THE SHAREHOLDERS' MEETING;**
- (14) AMENDMENTS TO THE RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS; AND**
- (15) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM of Wise Living Technology Co., Ltd to be held at Company Conference Room, No. 168 Wucheng South Road, Taiyuan Economic and Technological Development Zone, Xiaodian District, Taiyuan City, Shanxi Province, People's Republic of China on Friday, 15 May 2026 at 2:00 p.m. is set out on pages 54 to 59 of this circular. A form of proxy for use at the AGM is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.hjkj.cn>). Whether or not you are able to attend the AGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the AGM (i.e. not later than 2:00 p.m. on Wednesday, 13 May 2026) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the AGM if they so wish.

References to time and dates in this circular are to Hong Kong time and dates.

21 April 2026

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Abolition of the Supervisory Committee”	the abolition of the supervisory committee of the Company approved by the Shareholders at the extraordinary general meeting held on 26 February 2026. For details, please refer to the announcements dated 21 January 2026 and 26 February 2026 and the Company’s circular dated 3 February 2026
“AGM”	the annual general meeting of the Company to be held at Company Conference Room, No. 168 Wucheng South Road, Taiyuan Economic and Technological Development Zone, Xiaodian District, Taiyuan City, Shanxi Province, People’s Republic of China on Friday, 15 May 2026 at 2:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of annual general meeting which is set out on pages 54 to 59 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company (as amended from time to time)
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors of the Company
“Change of Company Name”	the change of Chinese name of the Company from “慧居科技股份有限公司” to “江蘇雙良睿能能源股份有限公司” and the change of English name of the Company from “Wise Living Technology Co., Ltd” to “SL Gemini Energy Co., Ltd” approved by the Shareholders at the extraordinary general meeting held on 26 February 2026. For details, please refer to the announcements dated 21 January 2026 and 26 February 2026 and the Company’s circular dated 3 February 2026. The Company is still going through the registration procedures with the Companies Registry in Hong Kong

DEFINITIONS

“China” or “the PRC”	the People’s Republic of China excluding, for the purpose of this circular, Hong Kong Special Administrative Region, Macao Special Administrative Region and Taiwan
“Company”	Wise Living Technology Co., Ltd (慧居科技股份有限公司) (stock code: 2481), a company with limited liability established in the PRC on 3 September 2010 and converted into a joint stock company with limited liability on 29 December 2015
“CSRC”	the China Securities Regulatory Commission
“Domestic Share(s)”	Share(s) issued by the Company in the PRC, which is/are subscribed for in RMB
“Director(s)”	the director(s) of the Company
“Group”, “we”, “our” or “us”	the Company and its subsidiaries from time to time
“H Share(s)”	Ordinary share(s) in the share capital of the Company with nominal value of RMB1.00 each, which is/are subscribed for and traded in HK dollars and listed on the Stock Exchange
“H Shares Repurchase General Mandate”	a general mandate proposed to be granted to the Board at the AGM to exercise the power of the Company to repurchase H Shares not exceeding 10% of the total number of H Shares in issue (excluding any Treasury Shares) and having not been repurchased as at the date of passing the H Shares Repurchase General Mandate Resolution
“H Shares Repurchase General Mandate Resolution”	the special resolution to be proposed to the Shareholders at the AGM in relation to the granting of the H Shares Repurchase General Mandate to the Board
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars” or “HK dollars” or “HK\$” or “HKD”	Hong Kong dollar, the lawful currency of Hong Kong

DEFINITIONS

“Individual Shareholders”	means Mr. Miao Shuangda, Mr. Miao Wenbin, Mr. Miao Zhiqiang, Ms. Miao Shuya, Mr. Miao Heida, Mr. Jiang Rongfang, Mr. Ma Peilin and Mr. Ma Fulin
“Issue General Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to issue, allot or otherwise deal with (including the sale and transfer of Treasury Shares, if any) additional H Shares representing up to the limit of 20% of the aggregate nominal values of the H Shares in issue (excluding any Treasury Shares) as at the date of approving the Issue General Mandate Resolution at the AGM
“Issue General Mandate Resolution”	the special resolution to be proposed to the Shareholders at the AGM in relation to the granting of the Issue General Mandate to the Board
“Jiangsu Lichuang”	Jiangsu Lichuang New Energy Company Limited* (江蘇利創新能源有限公司), a company with limited liability established in the PRC on 24 December 1997, the registered capital of which is held as to 20% by Mr. Miao Shuangda, 15% by Mr. Miao Wenbin, 10% by Mr. Miao Zhiqiang, 10% by Ms. Miao Shuya, 10% by Mr. Miao Heida, 15% by Mr. Jiang Rongfang, 10% by Mr. Ma Fulin and 10% by Mr. Ma Peilin. Hence, Jiangsu Lichuang is considered to be one of the controlling shareholders of the Company
“Latest Practicable Date”	18 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time

DEFINITIONS

“PRC Company Law”	the Company Law of the PRC (《中華人民共和國公司法》) which was promulgated on 29 December 1993 and became effective on 1 July 1994, as amended, supplemented or otherwise modified from time to time
“Remuneration Committee”	the remuneration committee of the Board
“RMB”	Renminbi, the lawful currency of the PRC
“SAFE”	State Administration of Foreign Exchange of the PRC and its branches
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (as amended from time to time)
“Share(s)”	ordinary share(s) in the capital of the Company with nominal value of RMB1.00, comprising the 301,600,000 H Shares
“Shareholder(s)”	holder(s) of Share(s) of the Company
“Shuangliang Technology”	Jiangsu Shuangliang Technology Company Limited* (江蘇雙良科技有限公司), a company with limited liability established in the PRC on 18 December 1997, one of the controlling shareholders of the Company. The registered capital of Shuangliang Technology is held as to 20% by Mr. Miao Shuangda, 15% by Mr. Miao Wenbin, 10% by Mr. Miao Zhiqiang, 10% by Ms. Miao Shuya, 10% by Mr. Miao Heida, 15% by Mr. Jiang Rongfang, 10% by Mr. Ma Fulin and 10% by Mr. Ma Peilin
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company who existed before the Supervisory Committee was abolished
“Supervisory Committee”	the supervisory committee of the Company, which was abolished on 26 February 2026

DEFINITIONS

“Treasury Shares”	have the meaning ascribed to it under the Listing Rules
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission (as amended from time to time)
“%”	per cent

LETTER FROM THE BOARD



慧居科技

Wise Living Technology Co., Ltd

慧居科技股份有限公司

(A joint stock limited liability company incorporated in the People's Republic of China)

(Stock Code: 2481)

Executive Directors:

Mr. Li Baoshan (*Chairman*)
Mr. Liu Zhigang
Mr. Luo Wei

Non-executive Directors:

Mr. Miao Wenbin
Mr. Ma Fulin
Ms. Xu Lijie

Independent Non-executive Directors:

Mr. Cheung Ho Kong
Dr. Tse Hiu Tung, Sheldon
Dr. Zhu Qing

Registered Office and Headquarters in the PRC:

Room 202, 2/F
No. 15 Shuangliang Road
Ligang Street
Jiangyin City
Jiangsu Province
The PRC

Principal Place of Business in Hong Kong:

Unit B, 17/F., United Centre
95 Queensway
Admiralty
Hong Kong

21 April 2026

To the Shareholders

Dear Sir/Madam

- (1) REPORT OF THE BOARD FOR THE YEAR 2025;**
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- (9) RE-APPOINTMENT OF THE COMPANY'S AUDITOR FOR THE YEAR 2026;**
- (10) PROPOSED GENERAL MANDATE TO ISSUE H SHARES;**
- (11) PROPOSED GENERAL MANDATE TO REPURCHASE H SHARES;**
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- (15) NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to give you the notice of the AGM to be held on Friday, 15 May 2026, and provide you with relevant information to enable you to make informed decision on whether to vote for or against the resolutions to be proposed at the AGM for the following matters:

ORDINARY RESOLUTIONS

1. REPORT OF THE BOARD FOR THE YEAR 2025

An ordinary resolution will be proposed at the AGM to consider and approve the report of the Board for the year 2025, the text of which is set out in the Company's annual report for the year 2025, which has been published by the Company.

2. REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2025

An ordinary resolution will be proposed at the AGM to consider and approve the report of the supervisory committee of the Company for the year 2025, the text of which is set out in the Company's annual report for the year 2025, which has been published by the Company.

3. ANNUAL REPORT FOR THE YEAR 2025

An ordinary resolution will be proposed at the AGM to consider and approve the Company's annual report for the year 2025. The Company's annual report for the year 2025 has been published on the website of the Stock Exchange (<http://www.hkexnews.hk>) and on the website of the Company (<http://www.hjkj.cn>) and will be despatched to the Shareholders who have indicated their wish to receive a printed copy in due course.

4. AUDITED FINANCIAL STATEMENTS FOR THE YEAR 2025

An ordinary resolution will be proposed at the AGM to approve the Group's audited financial statements as of, and for the year ended 31 December 2025, the text of which is set out in the Company's annual report for the year 2025, which has been published by the Company.

5. FINANCIAL BUDGET PLAN FOR THE YEAR 2026

An ordinary resolution will be proposed at the AGM to consider and approve the financial budget plan for the year 2026. The annual financial budget for the year 2026, including operating costs, marketing expenses, management expenses and financial expenses, will be expected to be controlled at approximately RMB1,383.9 million.

LETTER FROM THE BOARD

6. PROFIT DISTRIBUTION PLAN FOR THE YEAR 2025

An ordinary resolution will be proposed at the AGM to consider and approve the profit distribution plan for the year 2025.

Details of the Profit Distribution Plan for the Year 2025

The profit distribution plan for the year 2025 was considered and approved by the Board on 20 March 2026 and the Board has resolved to recommend the payment of a final dividend of RMB0.170 per share (tax inclusive) for the year ended 31 December 2025 to all Shareholders whose names appear on the register of members of the Company on Thursday, 28 May 2026 (subject to the consideration and approval of the same via ordinary resolution by Shareholders at the forthcoming AGM to be held on Friday, 15 May 2026), with a total amount being approximately RMB51.27 million. Subject to approval by the AGM, the final dividend will be paid on or before Friday, 26 June 2026.

Such dividends will be denominated in RMB. Dividends for Domestic Shares will be paid in RMB, while dividends for H Shares will be paid in Hong Kong dollars. The relevant exchange rate for conversion shall be calculated by the average central parity rate of the relevant foreign exchange posted by the China Foreign Exchange Trading Centre for one calendar week immediately preceding the date of declaration of such dividend at the AGM.

The Company was not aware of any Shareholder who had waived or agreed to waive any dividend arrangement for the year ended 31 December 2025.

For determining the entitlement to receive the final dividend of the Company for the year ended 31 December 2025 (subject to approval by Shareholders at the AGM), the register of members of the Company will be closed from Friday, 22 May 2026 to Thursday, 28 May 2026, both days inclusive, during which period no transfer of H Shares of the Company will be registered. The holders of H Shares whose names appear on the register of members of the Company on Thursday, 28 May 2026 are entitled to receive the final dividend. In order for the holders of H Shares to qualify for receiving the final dividend, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 21 May 2026.

According to the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得稅法》) which came into effect on 1 January 2008, and was amended on 24 February 2017, 29 December 2018 and 6 December 2024, the Provision for Implementation of Enterprise Income

LETTER FROM THE BOARD

Tax Law of the PRC (《中華人民共和國企業所得稅法實施條例》) which took effect on 1 January 2008 and was amended on 23 April 2019, the Notice on the Issues Concerning Withholding the Enterprise Income Tax on the Dividends Paid by Chinese Resident Enterprise to H Shareholders which are Overseas Non-resident Enterprises (Guo Shui Han [2008] No. 897) (《關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》(國稅函[2008]897號)), which was promulgated by the State Administration of Taxation and came into effect on 6 November 2008, where a Chinese resident enterprise distributes dividends for 2008 and subsequent years for financial periods beginning from 1 January 2008 to H-share holders which are overseas non-resident enterprise (such term shall have the meaning as defined under the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得稅法》)), it is required to withhold 10% enterprise income tax for such overseas non-resident enterprise H-share holders. Therefore, for a non-resident enterprise Shareholder of the H Shares (i.e., any Shareholder holding the H Shares in the name of a non-individual Shareholder, including but not limited to any holders of H Shares registered in the name of HKSCC Nominees Limited, or any other nominee or trustee, or any other organisation or group), the Company shall withhold the enterprise income tax for the final dividend at the tax rate of 10% on their behalf. After receiving dividends, the non-resident enterprise Shareholders may apply to the relevant tax authorities for enjoying treatment of taxation treaties (arrangement) in person or by proxy or by the Company, and provide information to prove that it is an actual beneficiary under the requirements of such taxation treaties (arrangement). After the tax authorities have verified that there is no error, they shall refund tax difference between the amount of tax levied and the amount of tax payable calculated at the tax rate under the requirements of the relevant taxation treaties (arrangement).

Pursuant to the Notice on the Issues on Levy of Individual Income Tax after the Abolishment of Guoshuifa (1993) No. 045 Document (《關於國稅發(1993) 045號文件廢止後有關個人所得稅徵管問題的通知》) issued by the State Administration of Taxation on 28 June 2011, dividends to be distributed by the PRC non-foreign invested enterprise which has issued shares in Hong Kong to the overseas resident individual shareholders, is subject to the individual income tax with a tax rate of 10% in general. However, the tax rates for respective overseas resident individual shareholders may vary depending on the relevant tax agreements between the countries of their residence and China. Thus, 10% individual income tax will be withheld from the dividend payable to any individual shareholders of H Shares whose names appear on the H Share register of members of the Company on the record date, unless otherwise stated in the relevant taxation regulations, tax treaties or the Notice on the Issues on Levy of Individual Income Tax after the Abolishment of Guoshuifa (1993) No. 045 Document (《關於國稅發(1993) 045號文件廢止後有關個人所得稅徵管問題的通知》).

LETTER FROM THE BOARD

The Company assumes no responsibilities whatsoever in respect of and will not entertain any claim arising from any delay in, or inaccurate determination of the status of the Shareholders or any disputes over the mechanism of withholdings.

Shareholders are recommended to consult their tax advisors regarding the ownership and disposal of H Shares in the PRC and in Hong Kong and other tax effects involved.

7. PROPOSED AUTHORISATION TO THE BOARD ON CREDIT LINES AND PROVISION OF GUARANTEE FOR THE YEAR 2026

According to the Company's financing situation in 2025 and the financing plan arrangement in 2026, in order to meet the capital needs of the Group for future business development, an ordinary resolution will be proposed at the AGM to consider and approve the authorisation to the Board to borrow from banks and other financial institutions up to an aggregate amount of RMB1 billion or the equivalent in other foreign currencies (including original credit line and renewal of credit line) according to the demands of operations of the Group. The final credit line will be subject to the approval of the banks and/or other financial institutions. The amount of borrowing will be determined based on the actual funding needs of the Company. Such credit lines may include, among others, finance leasing, non-current capital loans, working capital loans, bank acceptance bills, medium and long-term loans, letters of credit, letters of guarantee, offshore loans guaranteed by onshore entities, and onshore loans guaranteed by offshore entities. The increased and renewed credit lines shall be effective upon (i) approval of the AGM; and (ii) approval of the relevant banks and financial institutions.

The Group will use its assets to provide limited or joint and several liability guarantees for credit and loan applications from banks within the Group (between the Company and its subsidiaries) depending on the specific circumstances, with specific guarantees including but not limited to credit support, guarantee, mortgage and pledge.

In order to streamline the procedures of the credit lines, it is proposed at the AGM to authorise the legal representatives of the Company and its subsidiaries or their delegates to represent the Company or any of its subsidiaries in completing relevant procedures within the approved credit lines approved by the bank and to sign all contracts, agreements, certificates and other legal documents related to the credit granting and guarantee within the approved credit lines.

The specific credit granting bank, credit line, credit term and guarantee status shall be subject to the actual signed agreements. The term of authorisation shall be effective upon its approval by the Shareholders at the AGM up to the date of the next annual general meeting of the Company.

LETTER FROM THE BOARD

8. REMUNERATION PLAN FOR DIRECTORS FOR THE YEAR 2026

An ordinary resolution will be proposed at the AGM to authorise and approve the Board to determine the remuneration plan for the Directors for the year ending 31 December 2026.

9. RE-APPOINTMENT OF THE COMPANY'S AUDITOR FOR THE YEAR 2026

An ordinary resolution will be proposed at the AGM to consider and approve the re-appointment of HLB Hodgson Impey Cheng Limited as the Company's auditor for the year 2026 for a term until the conclusion of the next annual general meeting of the Company, and to authorise the Board to determine its remuneration.

SPECIAL RESOLUTIONS

10. PROPOSED GENERAL MANDATE TO ISSUE H SHARES

In order to ensure flexibility and discretion to the Board to meet the capital requirements for the sustainable development of the Company's business and make flexible and effective use of the financing platform, the Board has considered and approved the resolution to seek the Shareholders' approval to grant the Issue General Mandate to the Board to allot, issue and deal with (including the sale and transfer of Treasury Shares, if any) additional H Shares of the Company up to the limit of 20% of the total number of the H Shares in issue (excluding any Treasury Shares) as at the date of passing the Issue General Mandate Resolution at the AGM. As at the Latest Practicable Date, the issued share capital of the Company comprised 301,600,000 H Shares. Subject to the passing of the Issue General Mandate Resolution at the AGM and on the basis that no further Shares are issued before the AGM, the Company will be allowed to issue a maximum of 60,320,000 H Shares.

The Board has also considered and approved the resolution to seek Shareholders' authorisation that, contingent on the Board's resolving to issue H Shares pursuant to the Issue General Mandate, the Board be and is hereby authorised to approve, execute, make and procure to execute and make all such documents, deeds and matters as it may consider relevant in connection with the issue of such new H Shares (including, but not limited to, determining the time and place of issue, making all necessary applications to the relevant authorities and entering into underwriting agreement(s) or any other agreement(s)), to determine the use of proceeds and to make all necessary filings and registrations with the relevant PRC, Hong Kong and other authorities, and to make such amendments to the Articles of Association as it thinks fit so as to reflect the increase in the registered capital of the Company and the new share capital structure.

LETTER FROM THE BOARD

The Board will only prudently exercise its authority under the Issue General Mandate in accordance with the PRC Company Law, the Listing Rules and the requirements of the relevant PRC regulatory authorities, and after obtaining all necessary approvals from relevant government authorities (including the CSRC). The Directors believe that it is in the best interests of the Company and the Shareholders to grant the Issue General Mandate to the Board to issue new H Shares, and the ability to do so would give the Board the flexibility to capture the right timing.

The Issue General Mandate will end on the earliest of (i) the expiration of the 12-month period following the passing of the relevant resolution at the AGM; (ii) the conclusion of the next annual general meeting of the Company following the passing of the relevant resolution at the AGM; or (iii) the date on which such authority conferred to the Board by the relevant resolution is revoked or varied by a special resolution of the Shareholders at a general meeting.

11. PROPOSED GENERAL MANDATE TO REPURCHASE H SHARES

The PRC Company Law (to which the Company is subject) provides that a joint stock limited company incorporated in the PRC may not repurchase its own shares except in any of the following circumstances: (i) reducing its share capital; (ii) a merger with another entity that holds the shares of the Company; (iii) granting shares for the employee stock ownership plan or share incentive; (iv) the repurchase is made at the request of its shareholders who disagree with shareholders' resolutions in connection with merger or division of the company; (v) the repurchased shares are used for the corporate bonds convertible into shares of the listed company; or (vi) the repurchase is necessary for maintaining the value of the listed company and the interests of its Shareholders. According to the Articles of Association, the repurchase of the Company's Shares shall be conducted in the manner permitted by laws and regulations and securities regulatory authorities.

The Listing Rules permits shareholders of a PRC joint stock limited company to grant a general mandate to its directors to repurchase H shares of such company that are listed on the Stock Exchange.

Such mandate is required to be given by way of a special resolution passed by Shareholders at general meeting according to the Articles of Association.

As H Shares are traded on the Stock Exchange in Hong Kong dollars and the price payable by the Company upon any repurchase of H Shares shall, therefore, be paid in Hong Kong dollars, the payment of the repurchase price is subject to the relevant procedures in accordance with the relevant regulations of SAFE or entities authorised by it. Besides, the Company shall fulfill the

LETTER FROM THE BOARD

procedures of registration of change with the company registration authority and submission of the foreign investment change report to the competent commercial authority after the Company has repurchased its H Shares.

In accordance with the requirements of Article 25 of the Articles of Association, within ten days since the date on which the resolution on reducing registered capital is made, the creditors shall be notified by the Company and a public announcement shall be made in the newspaper or on the National Enterprise Credit Information Publicity System within thirty days. The creditors may, within thirty days since the receipt of the notice or within forty-five days since the issuance of the public announcement if they fail to receive a notice, require the Company to clear off its debts or to provide corresponding guarantees.

In order to ensure flexibility and discretion to the Board to repurchase H Shares, the Board has considered and approved the resolution to seek the Shareholders' approval to grant to the Board the H Shares Repurchase General Mandate. The Board is authorised to, in compliance with all applicable laws and regulations promulgated by the PRC government or securities regulatory authorities and the Stock Exchange, exercise all power of the Company to repurchase H Shares on terms that it deems appropriate during the authorisation period and be authorised to (including but not limited to the following): (i) determine a detailed repurchase plan, including but not limited to repurchase price, number of H Shares to repurchase, timing of repurchase and period of repurchase, etc.; (ii) open overseas share accounts and carry out the foreign exchange approval and the foreign exchange change registration procedures in relation to the transmission of repurchase fund outbound; and (iii) carry out cancellation procedures for repurchased shares, reduce registered capital of the Company in order to reflect the amount of shares repurchased in accordance with the authorisation received by the Board under the H Shares Repurchase General Mandate and make corresponding amendments to the Articles of Association as it thinks fit and necessary in order to reflect the reduction of the registered capital of the Company and carry out any other necessary actions and deal with any necessary matters in order to repurchase relevant shares in accordance with the H Shares Repurchase General Mandate.

Pursuant to the H Shares Repurchase General Mandate, the H Shares which may be repurchased shall not exceed 10% of the total number of H Shares in issue (excluding any Treasury Shares) and having not been repurchased by the Company as at the date of passing of the H Shares Repurchase General Mandate Resolution.

The Board will only exercise such authority in accordance with the Listing Rules, relevant PRC laws and regulations and the Articles of Association of the Company and, if applicable, with the approval of all competent regulatory authorities.

LETTER FROM THE BOARD

The H Shares Repurchase General Mandate will be conditional upon the passing of the H Shares Repurchase General Mandate Resolution at the AGM. Such H Shares Repurchase General Mandate, if approved, will lapse at the earliest of: (i) the expiration of the 12-month period following the passing of the relevant resolution at the AGM; (ii) the conclusion of the next annual general meeting of the Company following the passing of the relevant resolution at the AGM; or (iii) the date on which the authority conferred to the Board by the relevant resolution is revoked or varied by a special resolution of the Shareholders at a general meeting.

The obtaining of the H Shares Repurchase General Mandate is in accordance with the Listing Rules, the Articles of Association and the applicable laws, rules and regulations of government and regulatory authorities of the PRC. The H Shares Repurchase General Mandate Resolution is set out as resolution numbered 11 in the notice of AGM, which is appended to this circular. An explanatory statement containing information regarding the H Shares Repurchase General Mandate is set out in Appendix I to this circular.

12. AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the Company's announcement dated 8 April 2026 in relation to, among others, the proposed amendments to the Articles of Association.

In view of the latest legal and regulatory requirements, including the amendments made to Appendix A1 to the Listing Rules, which became effective from 1 July 2025, which require, among others, the issuer to ensure their constitutional documents enable them to hold hybrid general meetings and provide E-voting, the Board proposes to amend the current Articles of Association to comply with the new requirements in respect of the hybrid general meetings and E-voting.

Details of the proposed amendments to the Articles of Association are set out in Appendix II to this circular. Notwithstanding the proposed amendments to the Articles of Association, the contents of other articles of the Articles of Association shall remain unchanged. The English version of the proposed amendments to the Articles of Association is an unofficial translation of their Chinese version and is for reference only. In case of any discrepancies, the Chinese version shall prevail. After the proposed amendments to the Articles of Association come into effect, the full text of the amended Articles of Association will be published on the respective websites of the Stock Exchange (www.hkexnews.hk) and of the Company (<http://www.hjkj.cn>).

LETTER FROM THE BOARD

13. AMENDMENTS TO THE RULES OF PROCEDURE FOR THE SHAREHOLDERS' MEETINGS

Reference is made to the Company's announcement dated 8 April 2026 in relation to, among others, the proposed amendments to the Rules of Procedure for the Shareholders' Meetings.

In view of the proposed amendments to the Articles of Association, the Change of Company Name and Abolition of the Supervisory Committee of the Company, the Board proposes to amend the relevant provisions of the Rules of Procedure for the Shareholders' Meetings.

A special resolution will be proposed at the AGM for the Shareholders to, among others, consider and, if thought fit, approve the proposed amendments to the Rules of Procedure for the Shareholders' Meetings, details of which are set forth in Appendix III to this circular.

Apart from the proposed amendments to the Rules of Procedure for the Shareholders' Meetings as abovementioned, the provisions of the Rules of Procedure for the Shareholders' Meetings remain unchanged. The English version of the Rules of Procedure for the Shareholders' Meetings is an unofficial translation of their Chinese version and is for reference only. In case of any discrepancies, the Chinese version shall prevail.

14. AMENDMENTS TO THE RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS

Reference is made to the Company's announcement dated 8 April 2026 in relation to, among others, the proposed amendments to the Rules of Procedure for the Board of Directors.

In view of the proposed amendments to the Articles of Association, the Change of Company Name and Abolition of the Supervisory Committee of the Company, the Board proposes to amend the relevant provisions of the Rules of Procedure for the Board of Directors.

A special resolution will be proposed at the AGM for the Shareholders to, among others, consider and, if thought fit, approve the proposed amendments to the Rules of Procedure for the Board of Directors, details of which are set forth in Appendix IV to this circular.

Apart from the proposed amendments to the Rules of Procedure for the Board of Directors as abovementioned, the provisions of the Rules of Procedure for the Board of Directors remain unchanged. The English version of the Rules of Procedure for the Board of Directors is an unofficial translation of their Chinese version and is for reference only. In case of any discrepancies, the Chinese version shall prevail.

LETTER FROM THE BOARD

15. AGM AND PROXY ARRANGEMENT

The AGM will be held at Company Conference Room, No. 168 Wucheng South Road, Taiyuan Economic and Technological Development Zone, Xiaodian District, Taiyuan City, Shanxi Province, People's Republic of China at 2:00 p.m. on Friday, 15 May 2026, to consider and, if thought fit, to pass resolutions in respect of the matters set out in the notice of the AGM. The notice of AGM is set out on pages 54 to 59 of this circular.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of the Company (<http://www.hjkj.cn>) and the Stock Exchange (<http://www.hkexnews.hk>). Whether or not you intend to attend and/or vote at the AGM, you are requested to complete and return the form of proxy in accordance with the instruction printed thereon and deposit the same with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the AGM (i.e. not later than 2:00 p.m. on Wednesday, 13 May 2026) or the adjourned meeting (as the case may be).

Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or at any adjournment thereof should you so wish.

16. VOTING BY POLL AT THE AGM

According to Rule 13.39(14) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Results of the poll voting will be published on the Company's website at <http://www.hjkj.cn> and the website of the Stock Exchange at www.hkexnews.hk after the AGM in the manner prescribed under the Listing Rules.

17. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

18. RECOMMENDATION

The Directors consider that all resolutions to be proposed at the AGM are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

19. GENERAL

Your attention is drawn to the additional information set out in the appendices to this circular.

20. MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

By Order of the Board
Wise Living Technology Co., Ltd
LI Baoshan
Chairman and Executive Director

In accordance with the Listing Rules, this appendix serves as the explanatory statement to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the special resolutions to be proposed at the AGM for the granting of the H Shares Repurchase General Mandate to the Board.

SECURITIES REPURCHASE GENERAL MANDATE

Reasons for Repurchasing H Shares

The Board considered that the repurchase of the H Shares would be beneficial to and in the best interests of the Company and its Shareholders as a whole. It can strengthen the investors' confidence in the Company and promote a positive effect on maintaining the Company's reputation in the capital market. An exercise of the H Shares Repurchase General Mandate, depending on market conditions and funding arrangements at the time, may lead to an enhancement of the net asset value per Share and/or earnings per Share. Such repurchases will only be made when the Board believes that such repurchases will benefit the Company and its Shareholders as a whole.

Registered Capital

As at the Latest Practicable Date, the registered capital of the Company was RMB301,600,000, comprising 301,600,000 H Shares with a nominal value of RMB1.00 each.

Exercise of the H Shares Repurchase General Mandate

Subject to the passing of the special resolution numbered 11 as set out in the notice of AGM, the Board will be granted the H Shares Repurchase General Mandate until the earliest of:

- (i) the expiration of the 12-month period following the passing of the H Shares Repurchase General Mandate Resolution at the AGM;
- (ii) the conclusion of the next annual general meeting of the Company following the passing of the H Shares Repurchase General Mandate Resolution at the AGM; or
- (iii) the date on which the authority conferred to the Board by the H Shares Repurchase General Mandate Resolution is revoked or varied by a special resolution of Shareholders at a general meeting.

(hereinafter referred to as the “**Relevant Period**”).

The exercise of the H Shares Repurchase General Mandate is subject to the relevant approval of and/or filings with the relevant regulatory authorities as required by the laws, rules and regulations of the PRC being obtained and/or carried out. The exercise in full of the H Shares Repurchase General Mandate (on the basis of 301,600,000 H Shares in issue (excluding any Treasury Shares) as at the Latest Practicable Date and no H Shares will be allotted and issued or repurchased by the Company on or prior to the date of the AGM) would result in a maximum of 30,160,000 H Shares being repurchased by the Company during the Relevant Period, being the maximum of 10% of the total H Shares in issue (excluding any Treasury Shares) as at the date of passing the relevant resolutions.

In accordance with the Listing Rules, the Company shall not repurchase H Shares if the purchase price is 5% or more than the average closing market price on the Stock Exchange for 5 trading days preceding the repurchase.

The Company will determine whether to cancel the repurchased Shares or hold them as Treasury Shares according to the actual Share repurchase situations.

Funding of Repurchases

In repurchasing its H Shares, the Company intends to apply funds from the Company's internal resources legally available for such purpose in accordance with the Articles of Association and the applicable laws, rules and regulations of the PRC.

The Company is empowered by its Articles of Association to repurchase its H Shares. Any repurchases by the Company may only be made out of the funds of the Company that would otherwise be available for dividend. Under PRC laws, H Shares so repurchased should be cancelled and the Company's registered capital should be reduced by an amount equivalent to the aggregate nominal value of the H Shares so cancelled. The Company may not purchase securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

IMPACT ON WORKING CAPITAL

The Directors consider that there would not be a material adverse impact on the working capital or on the gearing position of the Company in the event that the H Shares Repurchase General Mandate is exercised in full at any time during the proposed repurchase period (as compared with the position disclosed in the latest published audited accounts of the Company for the year ended 31 December 2025). However, the Directors do not propose to exercise the H Shares Repurchase General Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels of the

Company. The number of H Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Board at the relevant time having regard to the circumstances then prevailing, in the best interests of the Company.

EXERCISE OF POWER

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases under the H Shares Repurchase General Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws, rules and regulations of the PRC.

H SHARES PRICES

The highest and lowest prices at which the H Shares have been traded on the Stock Exchange during each of the 12 months preceding the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2025		
April	2.44	1.98
May	4.00	2.05
June	3.22	2.42
July	3.40	2.78
August	3.00	2.69
September	2.86	2.62
October	2.78	2.34
November	2.68	2.50
December	2.72	2.50
2026		
January	2.86	2.54
February	2.77	2.67
March	2.79	2.65
April (up to the Latest Practicable Date)	2.73	2.57

H SHARES REPURCHASED BY THE COMPANY

No repurchase of H Shares has been made (whether on the Stock Exchange or otherwise) by the Company within six months preceding the date of this circular.

EFFECT OF THE TAKEOVERS CODE

If as a result of a share repurchase by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of the interest in the voting rights of the Company, could obtain or consolidate control of the Company or further become obligated to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Hong Da Group Limited, Shuangliang Technology, Jiangsu Lichuang and Individual Shareholders whose interests in the Company are notifiable under Part XV of the Securities and Futures Ordinance, collectively held a direct and indirect equity interest of approximately 66.66% in aggregate in the Company's total registered capital. In the event that the H Shares Repurchase General Mandate is exercised in full and on the basis that no further Shares are issued or repurchased prior to such full exercise, the total interests of Hong Da Group Limited, Shuangliang Technology, Jiangsu Lichuang and Individual Shareholders in the total voting rights of the Company would be increased to approximately 74.05%. The Company does not expect that the exercise of the H Shares Repurchase General Mandate in full will have any impact on the Takeovers Code. Save as aforesaid, the Board is not aware of any consequences which will arise under the Takeovers Code and/or any similar applicable law, as a result of any purchases to be made under the H Shares Repurchase General Mandate. The Directors have no present intention to exercise the H Shares Repurchase General Mandate to an extent which may result in any possible mandatory offer being made under the Takeovers Code. In addition, the Directors do not have any intention to exercise the proposed H Shares Repurchase General Mandate to the effect that it will result in the public float to fall below the percentage as required under the Listing Rules or such other minimum percentage agreed by the Stock Exchange from time to time.

INTENTIONS TO SELL H SHARES TO THE COMPANY

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) presently intends to sell H Shares to the Company under the H Shares Repurchase General Mandate in the event that the H Shares Repurchase General Mandate is approved by the Shareholders and the conditions (if any) to which the H Shares Repurchase General Mandate are fulfilled. The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any H Shares to the Company, or that they have undertaken not to sell any H Shares held by them to the Company in the event that the H Shares Repurchase General Mandate is approved by its Shareholders and the conditions (if any) to which the H Shares Repurchase General Mandate are fulfilled.

NO UNUSUAL FEATURES

To the best of their knowledge and having made all reasonable enquiries, none of the Directors has discovered any unusual features within this Explanatory Statement or the proposed share repurchase.

TABLE OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Before Amendments	After Amendments
<p>Article 49</p> <p>The venue of a shareholders’ meetings of the Company shall be the Company’s domicile or the place specified in the notice of the shareholders’ meeting.</p> <p>A shareholders’ meeting shall be conducted in the form of a physical meeting at the designated venue for meeting. In addition, the Company will provide other means stipulated by the rules of the place where the shares of the Company are listed for the convenience of participation by the shareholders. Shareholders who have participated in a shareholders’ meeting in the aforesaid means shall be deemed as present.</p>	<p>Article 49</p> <p>The venue of a shareholders’ meetings <u>meeting</u> of the Company shall be the Company’s domicile or the place specified in the notice of the shareholders’ meeting.</p> <p>A shareholders’ meeting shall be conducted in the form of a physical meeting at the designated venue for meeting. In addition, the Company will provide other means stipulated by the rules of the place where the shares of the Company are listed for the convenience of participation by the shareholders. Shareholders who have participated in a shareholders’ meeting in the aforesaid means shall be deemed as present. <u>The Company will also provide online voting as a convenience to shareholders. A shareholders’ meeting may be convened by means of electronic communication in addition to being held on-site at a meeting place.</u></p> <p><u>The time and venue of the on-site meeting should be convenient for shareholders to attend. After the issuance of the notice of a shareholders’ meeting, the venue for convening such physical shareholders’ meeting shall not be changed without a proper reason. In the event of necessary change, the convener shall make an announcement stating the reasons at least 2 working days prior to the date of such physical meeting.</u></p>
<p>Article 56</p> <p>When the Company is to convene an annual shareholders’ meeting, it shall notify all shareholders of the time and venue of and matters to be considered at the meeting 20 days prior to the meeting (excluding the date of the notice and the meeting). Notice of an extraordinary shareholders’ meeting shall be given to all shareholders 15 days prior to the meeting.</p>	<p>Article 56</p> <p>When the Company is to convene an annual shareholders’ meeting, it shall notify all shareholders of the time and venue of, and <u>the matters to be considered at the meeting and the voting time and procedures for voting online or by other means (if any)</u> 20 days prior to the meeting (excluding the date of the notice and the meeting). Notice of an extraordinary shareholders’ meeting shall be given to all shareholders 15 days prior to the meeting.</p>

<p>Article 59</p> <p>Notice of the shareholders’ meeting shall be given in writing and shall include the followings:</p> <p>(I) date, venue and duration of the meeting;</p> <p>(II) matters and proposals to be considered at the meeting;</p> <p>(III) a clear statement specifying that all ordinary shareholders (including preference shareholders with restored voting rights) are entitled to attend and appoint the proxy in writing to attend and vote at the meeting and that such proxy need not to be a shareholder of the Company;</p> <p>(IV) other matters required by laws, regulations and regulatory documents and the listing rules of the place where the Company’s shares are listed.</p>	<p>Article 59</p> <p>Notice of the shareholders’ meeting shall be given in writing and shall include the followings:</p> <p>(V)<u>(I)</u> date, venue and duration of the meeting;</p> <p>(VI)<u>(II)</u> matters and proposals to be considered at the meeting;</p> <p>(VII)<u>(III)</u> a clear statement specifying that all ordinary shareholders (including preference shareholders with restored voting rights) are entitled to attend and appoint the proxy in writing to attend and vote at the meeting and that such proxy need not to be a shareholder of the Company;</p> <p>(VIII)<u>(IV)</u> other matters required by laws, regulations and regulatory documents and the listing rules of the place where the Company’s shares are listed; <u>and</u></p> <p>(IX)<u>(V)</u> <u>the voting time and procedures for voting online or by other means (if any).</u></p>
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<p>Article 71</p> <p>If the presider of the meeting has any doubt as to the result of a resolution put to the vote, he/she may have the votes counted. If the presider of the meeting has not counted the votes, any shareholder who is present in person or by proxy and who objects to the result announced by the presider of the meeting may, immediately after the declaration of the result, demand that the votes be counted and the presider of the meeting shall have the votes counted immediately.</p>	<p>Article 71</p> <p>If the presider of the meeting has any doubt as to the result of a resolution put to the vote, he/she may have the votes counted. If the presider of the meeting has not counted the votes, any shareholder who is present in person or by proxy and who objects to the result announced by the presider of the meeting may, immediately after the declaration of the result, demand that the votes be counted and the presider of the meeting shall have the votes counted immediately.</p> <p><u>Shareholders or their proxies who vote online or by other means have the right to check their voting results through the corresponding voting system.</u></p> <p><u>Before the formal announcement of the results of the poll, all relevant parties including the company, vote counter, scrutineer, major shareholders, and internet service provider involved in the process, whether on site, via internet or otherwise, shall owe confidentiality obligation.</u></p>
<p>Article 75</p> <p>Voting at shareholders’ meetings shall be conducted by open ballot.</p> <p>On a poll taken at a meeting, a shareholder (including proxy) entitled to two or more votes need not cast all his/her votes in the same way.</p> <p>When a proposal is being considered at the shareholders’ meeting, no change shall be made to the proposal, or the relevant change shall otherwise be deemed as a new proposal which may not be voted at such shareholders’ meeting.</p>	<p>Article 75</p> <p>Voting at shareholders’ meetings shall be conducted by open ballot.</p> <p><u>The Company shall provide the way of electronic voting, but the same vote may only be cast once on site, online or by other means, provided that if the same vote is cast more than once, only the first vote will be deemed valid.</u></p> <p>On a poll taken at a meeting, a shareholder (including proxy) entitled to two or more votes need not cast all his/her votes in the same way.</p> <p>When a proposal is being considered at the shareholders’ meeting, no change shall be made to the proposal, or the relevant change shall otherwise be deemed as a new proposal which may not be voted at such shareholders’ meeting.</p>

<p>Article 99</p> <p>The board of directors shall establish special committees such as audit committee, remuneration committee and nomination committee.</p> <p>The Audit Committee shall exercise the functions and powers of the Supervisory Committee stipulated in the Company Law.</p> <p>Members of the audit committee shall be appointed by the board of directors only from amongst the non-executive directors and shall consist of not less than three members, a majority of whom should be independent non-executive directors. At least one member must be an independent non-executive director and have appropriate professional qualifications or accounting or related financial management expertise as required in Rule 3.10(2) of the Hong Kong Listing Rules. The chairman of the audit committee shall be an independent non-executive director.</p> <p>The board of directors shall obtain approval from more than half of all members of the audit committee before making resolutions on the following matters:</p> <p>(I) appointment and dismissal of the accounting firm engaged in the audit work of the Company;</p> <p>(II) appointment or dismissal of financial officers;</p> <p>(III) disclosure of financial accounting report;</p> <p>(IV) other matters stipulated by the securities regulatory authority of the State Council.</p>	<p>Article 99</p> <p>The board of directors shall establish special committees such as audit committee, remuneration committee and nomination committee.</p> <p>The Audit Committee shall exercise the functions and powers of the Supervisory Committee stipulated in the Company Law.</p> <p>Members of the audit committee shall be appointed by the board of directors only from amongst the non-executive directors and shall consist of not less than three members, a majority of whom should be independent non-executive directors. At least one member must be an independent non-executive director and have appropriate professional qualifications or accounting or related financial management expertise as required in Rule 3.10(2) of the Hong Kong Listing Rules. The chairman of the audit committee shall be an independent non-executive director.</p> <p>The board of directors shall obtain approval from more than half of all members of the audit committee before making resolutions on the following matters:</p> <p>(I) appointment and dismissal of the accounting firm engaged in the audit work of the Company;</p> <p>(II) appointment or dismissal of financial officers;</p> <p>(III) disclosure of financial accounting report;</p> <p>(IV) other matters stipulated by the securities regulatory authority of the State Council.</p>
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<p>Members of the nomination committee shall be appointed by the board of directors from amongst the directors and shall consist of not less than three members, a majority of whom should be independent non-executive directors, with the chairman being either the chairman of the board of directors or an independent non-executive director. A quorum shall be two members of whom at least one shall be an independent non-executive director.</p> <p>Members of the remuneration committee shall be appointed by the board of directors from amongst the directors and shall consist of not less than three members, a majority of whom should be independent non-executive directors, with the chairman being an independent non-executive director. A quorum shall be two members of whom at least one shall be an independent non-executive director.</p> <p>The board of directors formulates corresponding implementation rules to specify the main duties, decision-making procedures, and rules of procedure of each special committee. The board of directors shall be responsible for amendment and interpretation of the implementation rules of each special committee.</p>	<p>Members of the nomination committee shall be appointed by the board of directors from amongst the directors and shall consist of not less than three members, a majority of whom should be independent non-executive directors, with the chairman being either the chairman of the board of directors or an independent non-executive director. A quorum shall be two members of whom at least one shall be an independent non-executive director.</p> <p>Members of the remuneration committee shall be appointed by the board of directors from amongst the directors and shall consist of not less than three members, a majority of whom should be independent non-executive directors, with the chairman being an independent non-executive director. A quorum shall be two members of whom at least one shall be an independent non-executive director.</p> <p>The board of directors formulates corresponding implementation rules to specify the main duties, decision-making procedures, and rules of procedure of each special committee. The board of directors shall be responsible for amendment and interpretation of the implementation rules of each special committee.</p>
<p>Article 119</p> <p>The board of directors of the Company shall place before the shareholders at every annual general meeting such financial reports as are required by any laws, administrative regulations, regulatory documents promulgated by local governments and competent authorities and the listing rules of the place where the Company’s shares are listed to be prepared by the Company.</p>	<p>Article 119</p> <p>The board of directors of the Company shall place before the shareholders at every annual general <u>shareholders’</u> meeting such financial reports as are required by any laws, administrative regulations, regulatory documents promulgated by local governments and competent authorities and the listing rules of the place where the Company’s shares are listed to be prepared by the Company.</p>
<p>Article 120</p> <p>The Company’s financial reports shall be made available for shareholders’ inspection at the Company no later than twenty-one days before the date of each annual shareholders’ meeting. Each shareholder of the Company shall be entitled to obtain the financial reports mentioned in this chapter.</p> <p>.....</p>	<p>Article 120</p> <p>The Company’s financial reports shall be made available for shareholders’ inspection at the Company no later than twenty-one days before the date of each annual shareholders’ meeting. Each shareholder of the Company shall be entitled to obtain the financial reports mentioned in this chapter.</p> <p>.....</p>

TABLE OF THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR
THE GENERAL MEETINGS

Before Amendments	After Amendments
<p>Name of the rules of procedure:</p> <p>Wise Living Technology Co., Ltd</p> <p>Rules of Procedure for the Shareholders' Meeting</p>	<p>Name of the rules of procedure:</p> <p>Wise Living Technology Co., Ltd <u>SL Gemini Energy Co., Ltd</u></p> <p>Rules of Procedure for the Shareholders' Meeting</p>
<p>Chapter 1 General Provisions</p> <p>Article 1</p> <p>To safeguard the lawful rights and interests of Wise Living Technology Co., Ltd (the "Company") and its shareholders, improve the Company's corporate governance structure, clarify the responsibilities and authority of the shareholders' meeting, enhance the efficiency of the shareholders' meeting, and ensure that the shareholders' meeting exercises its powers in accordance with the law, these Rules are formulated in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Trial Measures for the Administration of Overseas Issuance and Listing of Securities by Domestic Companies (the "Trial Administration Measures"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (including the interpretations, explanations and amendments thereto as issued by The Stock Exchange of Hong Kong Limited from time to time) (the "Hong Kong Listing Rules"), the Articles of Association of Wise Living Technology Co., Ltd (the "Articles of Association"), and other relevant laws and regulations.</p>	<p>Chapter 1 General Provisions</p> <p>Article 1</p> <p>To safeguard the lawful rights and interests of Wise Living Technology Co., Ltd <u>SL Gemini Energy Co., Ltd</u> (the "Company") and its shareholders, improve the Company's corporate governance structure, clarify the responsibilities and authority of the shareholders' meeting, enhance the efficiency of the shareholders' meeting, and ensure that the shareholders' meeting exercises its powers in accordance with the law, these Rules are formulated in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Trial Measures for the Administration of Overseas Issuance and Listing of Securities by Domestic Companies (the "Trial Administration Measures"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (including the interpretations, explanations and amendments thereto as issued by The Stock Exchange of Hong Kong Limited from time to time) (the "Hong Kong Listing Rules"), the Articles of Association of Wise Living Technology Co., Ltd <u>SL Gemini Energy Co., Ltd</u> (the "Articles of Association"), and other relevant laws and regulations.</p>
<p>Article 2</p> <p>These rules apply to the shareholders' meeting and are binding on the shareholders, proxies of shareholders, and the senior management attending the shareholders' meeting.</p>	<p>Article 2</p> <p>These rules apply to the shareholders' meeting and are binding on the shareholders, proxies of shareholders, and the senior management attending the shareholders' meeting.</p>
<p>Article 3</p> <p>The secretary to the Board of Directors is responsible for the convening, agenda, minutes and day-to-day matters of the shareholders' meeting.</p>	<p>Article 3</p> <p>The secretary to the Board of Directors is responsible for the convening, agenda, minutes and day-to-day matters of the shareholders' meeting.</p>

<p>Chapter 2 Nature and Powers of the Shareholders' Meeting</p> <p>Article 4</p> <p>The shareholders' meeting shall be the supreme organ of authority of the Company and shall exercise the following powers:</p> <p>(I) to decide on the business policies and investment plans of the Company;</p> <p>(II) to elect and replace Directors and to decide on matters relating to remuneration of the Directors;</p> <p>(III) to elect and replace Supervisors who are not employee representatives and to decide on matters relating to remuneration of the Supervisors;</p> <p>(IV) to examine and approve reports of the Board of Directors;</p> <p>(V) to examine and approve reports of the Supervisory Committee;</p> <p>(VI) to examine and approve the annual financial budgets and final accounting plans of the Company;</p> <p>(VII) to examine and approve profit distribution plans and loss recovery plans of the Company;</p> <p>(VIII) to make resolutions concerning the increase or reduction of the Company's registered capital;</p> <p>(IX) to make resolutions on matters such as the merger, division, dissolution, liquidation or change of corporate form of the Company;</p> <p>(X) to make resolutions on the issuance of corporate bonds and other securities and the listing of the Company;</p>	<p>Chapter 2 Nature and Powers of the Shareholders' Meeting</p> <p>Article 4</p> <p>The shareholders' meeting shall be the supreme organ of authority of the Company and shall exercise the following powers:</p> <p>(I) to decide on the business policies and investment plans of the Company;</p> <p>(II)<u>(I)</u> to elect and replace Directors and to decide on matters relating to remuneration of the Directors;</p> <p>(III) to elect and replace Supervisors who are not employee representatives and to decide on matters relating to remuneration of the Supervisors;</p> <p>(IV)<u>(II)</u> to examine and approve reports of the Board of Directors;</p> <p>(V) to examine and approve reports of the Supervisory Committee;</p> <p>(VI) to examine and approve the annual financial budgets and final accounting plans of the Company;</p> <p>(VII)<u>(III)</u> to examine and approve profit distribution plans and loss recovery plans of the Company;</p> <p>(VIII)<u>(IV)</u> to make resolutions concerning the increase or reduction of the Company's registered capital;</p> <p>(IX)<u>(V)</u> to make resolutions on matters such as the merger, division, <u>separation</u>, dissolution, liquidation or change of corporate form of the Company;</p> <p>(X)<u>(VI)</u> to make resolutions on the issuance of corporate bonds and other securities and the listing of the Company;</p>
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<p>(XI) to resolve on the appointment, dismissal or non-renewal of engagement of Accounting Firms by the Company;</p> <p>(XII) to make amendments to the Articles of Association;</p> <p>(XIII) to deliberate and approve the Company's purchase or disposal of major assets within one year of an aggregate value exceeding 30% of the latest audited total assets of the Company;</p> <p>(XIV) to consider the proposals of the shareholders individually or jointly holding more than 3% of the Company's voting shares; and</p> <p>(XV) to review and approve other matters that shall be decided by the shareholders' meeting in accordance with laws, administrative regulations, the listing rules of the place where the Company's shares are listed and the Articles of Association.</p> <p>The shareholders' meeting may authorize or entrust the Board of Directors to handle matters authorized or entrusted by it.</p>	<p>(XI)(VII) to resolve on the appointment, dismissal or non-renewal of engagement of Accounting Firms by the Company;</p> <p>(XII)(VIII) to make amendments to the Articles of Association;</p> <p>(XIII)(IX) to deliberate and approve the Company's purchase or disposal of major assets within one year of an aggregate value exceeding 30% of the latest audited total assets of the Company; <u>and</u></p> <p>(XIV) to consider the proposals of the shareholders individually or jointly holding more than 3% of the Company's voting shares; and</p> <p>(XV)(X) to review and approve other matters that shall be decided by the shareholders' meeting in accordance with laws, administrative regulations, the listing rules of the place where the Company's shares are listed and the Articles of Association.</p> <p>The shareholders' meeting may authorize or entrust the Board of Directors to handle matters authorized or entrusted by it.</p>
<p>Article 5</p> <p>The shareholders' meeting shall exercise its powers within the scope prescribed by laws, regulations, regulatory documents and the Articles of Association. On the premise of ensuring the interests of the Company and all shareholders, the shareholders' meeting authorizes the Board of Directors to exercise part of its powers and functions in accordance with the principle of scientific and efficient decision-making. Powers required to be exercised by the shareholders' meeting under the laws, regulations, the listing rules of the place where the Company's shares are listed, and the Articles of Association shall not be delegated to the Board of Directors.</p>	<p>Article 5</p> <p>The shareholders' meeting shall exercise its powers within the scope prescribed by laws, regulations, regulatory documents and the Articles of Association. On the premise of ensuring the interests of the Company and all shareholders, the shareholders' meeting authorizes the Board of Directors to exercise part of its powers and functions in accordance with the principle of scientific and efficient decision-making. Powers required to be exercised by the shareholders' meeting under the laws, regulations, the listing rules of the place where the Company's shares are listed, and the Articles of Association shall not be delegated to the Board of Directors.</p>

<p>Chapter 3 Convening of Shareholders' Meeting</p> <p>Article 6</p> <p>Shareholders' meeting consist of annual shareholders' meetings and extraordinary shareholders' meetings. A shareholders' meeting shall be convened by the Board of Directors. An annual shareholders' meeting shall be held once a year within six months from the end of the last accounting year.</p> <p>The Company shall convene an extraordinary shareholders' meeting within two months after the occurrence of any of the following events:</p> <p>(I) when the number of Directors falls below the statutory minimum required by the Company Law or two-thirds of the number specified in the Articles of Association;</p> <p>(II) when the uncovered loss of the Company reaches one-third of the total paid-in share capital of the Company;</p> <p>(III) when a request is made by shareholders individually or collectively holding more than 10% of the Company's shares;</p> <p>(IV) when the Board of Directors considers it necessary or the Supervisory Committee proposes for such a meeting; and</p> <p>(V) other circumstances stipulated by laws, the listing rules of the place where the Company's shares are listed and the Articles of Association.</p>	<p>Chapter 3 Convening of Shareholders' Meeting</p> <p>Article 6</p> <p>Shareholders' meeting consist of annual shareholders' meetings and extraordinary shareholders' meetings. A shareholders' meeting shall be convened by the Board of Directors. An annual shareholders' meeting shall be held once a year within six months from the end of the last accounting year.</p> <p>The Company shall convene an extraordinary shareholders' meeting within two months after the occurrence of any of the following events:</p> <p>(I) when the number of Directors falls below the statutory minimum required by the Company Law or two-thirds of the number specified in the Articles of Association;</p> <p>(II) when the uncovered loss of the Company reaches one-third of the total paid-in share capital of the Company;</p> <p>(III) when a request is made by shareholders individually or collectively holding more than 10% of the Company's shares;</p> <p>(IV) when the Board of Directors considers it necessary or the Supervisory-Audit Committee proposes for such a meeting; and</p> <p>(V) other circumstances stipulated by laws, the listing rules of the place where the Company's shares are listed and the Articles of Association.</p>
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<p>Article 7</p> <p>The venue of a shareholders’ meeting of the Company shall be the Company’s domicile or the place specified in the notice of the shareholders’ meetings.</p> <p>A shareholders’ meeting shall be conducted in the form of a physical meeting at the designated venue for meeting. In addition, the Company may also provide other means stipulated by the rules of the place where the shares of the Company are listed for the convenience of participation by the shareholders. Shareholders who have participated in a shareholders’ meeting in the aforesaid means shall be deemed as present.</p>	<p>Article 7</p> <p>The venue of a shareholders’ meeting of the Company shall be the Company’s domicile or the place specified in the notice of the shareholders’ meetings.</p> <p>A shareholders’ meeting shall be conducted in the form of a physical meeting at the designated venue for meeting. In addition, the Company may also provide other means stipulated by the rules of the place where the shares of the Company are listed for the convenience of participation by the shareholders. Shareholders who have participated in a shareholders’ meeting in the aforesaid means shall be deemed as present. <u>The Company will also provide online voting as a convenience to shareholders. A shareholders’ meeting may be convened by means of electronic communication in addition to being held on-site at a meeting place.</u></p> <p><u>The time and venue of the on-site meeting should be convenient for shareholders to attend. After the issuance of the notice of a shareholders’ meeting, the venue for convening such physical shareholders’ meeting shall not be changed without a proper reason. In the event of necessary change, the convener shall make an announcement stating the reasons at least 2 working days prior to the date of such physical meeting.</u></p>
<p>Article 8</p> <p>Shareholders’ meetings are convened by the Board of Directors, and the chairman of the Board of Directors shall act as presider of the shareholders’ meeting. If the chairman of the Board of Directors is unable or fails to perform his/her duties, a director selected by more than half of all directors shall convene and preside over the meeting.</p> <p>Where the Board of Directors is incapable of performing or fails to perform its duties of convening a shareholders’ meeting, the Supervisory Committee shall convene and preside over such meeting in a timely manner; where the Supervisory Committee fails to convene and preside over such meeting, shareholders individually or jointly holding more than 10% of the Company’s shares for more than 90 consecutive days may convene and preside over such meeting by themselves.</p>	<p>Article 8</p> <p>Shareholders’ meetings are convened by the Board of Directors, and the chairman of the Board of Directors shall act as presider of the shareholders’ meeting. If the chairman of the Board of Directors is unable or fails to perform his/her duties, a director selected by more than half of all directors shall convene and preside over the meeting.</p> <p>Where the Board of Directors is incapable of performing or fails to perform its duties of convening a shareholders’ meeting, the Supervisory-Audit Committee shall convene and preside over such meeting in a timely manner; where the Supervisory-Audit Committee fails to convene and preside over such meeting, shareholders individually or jointly holding more than 10% of the Company’s shares for more than 90 consecutive days may convene and preside over such meeting by themselves.</p>

<p>Article 9</p> <p>Shareholders who individually or jointly hold more than 10% of the Company's shares requesting the convening of an extraordinary shareholders' meeting shall proceed in accordance with the procedures set forth below:</p> <p>(I) Shareholders individually or jointly holding more than 10% of the Company's voting shares may sign one or more written requests of the same format and content requesting the Board of Directors to convene an extraordinary shareholders' meeting and stating the subject of the meeting. The Board of Directors shall, within 10 days after receipt of the aforesaid written request, give a written reply on whether or not it agrees to convene the extraordinary shareholders' meeting. The aforesaid number of shares held shall be calculated as at the date of the written request by the shareholders.</p> <p>(II) If the Board of Directors agrees to convene the extraordinary shareholders' meeting, it shall serve a notice of such meeting within 5 days after the resolution is made by the Board of Directors. In the event of any change to the original request, the consent of relevant shareholder(s) shall be obtained.</p>	<p>Article 9</p> <p>Shareholders who individually or jointly hold more than 10% of the Company's shares requesting the convening of an extraordinary shareholders' meeting shall proceed in accordance with the procedures set forth below:</p> <p>(I) Shareholders individually or jointly holding more than 10% of the Company's voting shares may sign one or more written requests of the same format and content requesting the Board of Directors to convene an extraordinary shareholders' meeting and stating the subject of the meeting. The Board of Directors shall, within 10 days after receipt of the aforesaid written request, give a written reply on whether or not it agrees to convene the extraordinary shareholders' meeting. The aforesaid number of shares held shall be calculated as at the date of the written request by the shareholders.</p> <p>(II) If the Board of Directors agrees to convene the extraordinary shareholders' meeting, it shall serve a notice of such meeting within 5 days after the resolution is made by the Board of Directors. In the event of any change to the original request, the consent of relevant shareholder(s) shall be obtained.</p>
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<p>(III) Where the Board of Directors does not agree to convene the extraordinary shareholders' meeting or fails to give a reply within 10 days upon receipt of the request, the shareholders individually or jointly holding more than 10% of the Company's shares shall have the right to propose to the Supervisory Committee in writing to convene the meeting.</p> <p>(IV) Where the Supervisory Committee agrees to convene the extraordinary shareholders' meeting, it shall serve a notice of such meeting within 5 days after receipt of the said request. In the event of any change to the original request, the consent of relevant shareholder(s) shall be obtained.</p> <p>(V) Where the Supervisory Committee fails to give the notice of a shareholders' meeting within the specified time limit, it shall be deemed to have failed to convene or preside over the meeting, in which case, the shareholders who individually or jointly hold more than 10% of the Company's shares for more than 90 consecutive days may convene and preside over the meeting by themselves within four months after the Board of Directors receives the request. The procedures for convening a meeting shall be the same as those for convening a shareholders' meeting by the Board of Directors as far as possible.</p> <p>All reasonable expenses incurred by the shareholders for convening and holding the meeting by themselves as a result of the failure of the Board of Directors to convene the meeting as aforesaid shall be borne by the Company.</p>	<p>(III) Where the Board of Directors does not agree to convene the extraordinary shareholders' meeting or fails to give a reply within 10 days upon receipt of the request, the shareholders individually or jointly holding more than 10% of the Company's shares shall have the right to propose to the Supervisory <u>Audit</u> Committee in writing to convene the meeting.</p> <p>(IV) Where the Supervisory <u>Audit</u> Committee agrees to convene the extraordinary shareholders' meeting, it shall serve a notice of such meeting within 5 days after receipt of the said request. In the event of any change to the original request, the consent of relevant shareholder(s) shall be obtained.</p> <p>(V) Where the Supervisory <u>Audit</u> Committee fails to give the notice of a shareholders' meeting within the specified time limit, it shall be deemed to have failed to convene or preside over the meeting, in which case, the shareholders who individually or jointly hold more than 10% of the Company's shares for more than 90 consecutive days may convene and preside over the meeting by themselves within four months after the Board of Directors receives the request. The procedures for convening a meeting shall be the same as those for convening a shareholders' meeting by the Board of Directors as far as possible.</p> <p>All reasonable expenses incurred by the shareholders for convening and holding the meeting by themselves as a result of the failure of the Board of Directors to convene the meeting as aforesaid shall be borne by the Company.</p>
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<p>Article 10</p> <p>The Supervisory Committee shall be entitled to propose to the Board of Directors to convene the extraordinary shareholders’ meeting, provided that the proposal shall be made in written form. The Board of Directors shall, in accordance with the provisions of laws, administrative regulations and the Articles of Association, provide written feedback on whether it agrees or disagrees with the convening of the extraordinary shareholders’ meeting within 10 days of receipt of the proposal.</p> <p>Where the Board of Directors agrees to convene the extraordinary shareholders’ meeting, it shall serve a notice of such meeting within 5 days after the resolution is made by the Board of Directors. Any change to the original proposal set forth in the notice shall be subject to approval by the Supervisory Committee.</p> <p>Where the Board of Directors does not agree to convene the extraordinary shareholders’ meeting or fails to give a written reply within 10 days after receipt of the proposal, the Board of Directors shall be deemed as unable to or failing to perform the duty of convening the shareholders’ meeting, and the Supervisory Committee may convene and preside over the meeting by itself.</p>	<p>Article 10</p> <p>The Supervisory <u>Audit</u> Committee shall be entitled to propose to the Board of Directors to convene the extraordinary shareholders’ meeting, provided that the proposal shall be made in written form. The Board of Directors shall, in accordance with the provisions of laws, administrative regulations and the Articles of Association, provide written feedback on whether it agrees or disagrees with the convening of the extraordinary shareholders’ meeting within 10 days of receipt of the proposal.</p> <p>Where the Board of Directors agrees to convene the extraordinary shareholders’ meeting, it shall serve a notice of such meeting within 5 days after the resolution is made by the Board of Directors. Any change to the original proposal set forth in the notice shall be subject to approval by the Supervisory <u>Audit</u> Committee.</p> <p>Where the Board of Directors does not agree to convene the extraordinary shareholders’ meeting or fails to give a written reply within 10 days after receipt of the proposal, the Board of Directors shall be deemed as unable to or failing to perform the duty of convening the shareholders’ meeting, and the Supervisory <u>Audit</u> Committee may convene and preside over the meeting by itself.</p>
<p>Article 11</p> <p>Where the Supervisory Committee or the shareholders decide to convene a shareholders’ meeting by themselves, they shall notify the Board of Directors in writing.</p>	<p>Article 11</p> <p>Where the Supervisory <u>Audit</u> Committee or the shareholders decide to convene a shareholders’ meeting by themselves, they shall notify the Board of Directors in writing.</p>
<p>Article 12</p> <p>The Board of Directors shall cooperate for the shareholders’ meeting convened by the Supervisory Committee or the Shareholders on their own. The Board of Directors shall provide a register of shareholders as at the record date.</p>	<p>Article 12</p> <p>The Board of Directors shall cooperate for the shareholders’ meeting convened by the Supervisory <u>Audit</u> Committee or the Shareholders on their own. The Board of Directors shall provide a register of shareholders as at the record date.</p>

<p>Article 13</p> <p>Where the Supervisory Committee or shareholders convene a shareholders' meeting on their own, the expenses necessary for the meeting shall be borne by the Company.</p>	<p>Article 13</p> <p>Where the Supervisory <u>Audit</u> Committee or shareholders convene a shareholders' meeting on their own, the expenses necessary for the meeting shall be borne by the Company.</p>
<p>Article 14</p> <p>The chairman of the Board of Directors shall attend the annual shareholders' meeting, and shall invite the chairman of the Audit Committee, the Nomination Committee, the Remuneration Committee and other committees (as applicable) or, in the absence of the chairman of such a committee, another member thereof or an appropriately appointed representative to attend the annual shareholders' meeting and answer the questions related to their respective duties.</p>	<p>Article 14</p> <p>The chairman of the Board of Directors shall attend the annual shareholders' meeting, and shall invite the chairman of the Audit Committee, the Nomination Committee, the Remuneration Committee and other committees (as applicable) or, in the absence of the chairman of such a committee, another member thereof or an appropriately appointed representative to attend the annual shareholders' meeting and answer the questions related to their respective duties.</p>
<p>Chapter 4 Proposal and Notice of Shareholders' Meeting</p> <p>Article 15</p> <p>When the Company is to convene an annual shareholders' meeting, it shall notify all shareholders of the time and venue of the meeting and the matters to be considered at the meeting 20 days prior to the meeting (excluding the date of the notice and the meeting). Notice of an extraordinary shareholders' meeting shall be given to all shareholders 15 days prior to the meeting. Where bearer shares are issued, the Company shall announce the time and venue of the meeting and the matters to be considered at the meeting 30 days prior to the meeting.</p>	<p>Chapter 4 Proposal and Notice of Shareholders' Meeting</p> <p>Article 15</p> <p>When the Company is to convene an annual shareholders' meeting, it shall notify all shareholders of the time, <u>and</u> venue of the meeting and the matters to be considered at the meeting <u>and the voting time and procedures for voting online or by other means (if any)</u> 20 days prior to the meeting (excluding the date of the notice and the meeting). Notice of an extraordinary shareholders' meeting shall be given to all shareholders 15 days prior to the meeting. Where bearer shares are issued, the Company shall announce the time and venue of the meeting and the matters to be considered at the meeting 30 days prior to the meeting.</p>

<p>Article 16</p> <p>When the Company convenes a shareholders’ meeting, the Board of Directors, the Supervisory Committee and the shareholders individually or jointly holding more than 3% of the Company’s shares shall be entitled to put forward proposals to the Company. The proposal contents shall fall into the terms of reference of the shareholders’ meeting, have clear topics and specific matters for resolutions, and comply with the relevant provisions of the laws, regulations and the Articles of Association.</p> <p>The shareholders individually or jointly holding more than 3% of the shares of the Company may raise temporary proposal and submit it to the convener in writing 10 days before the shareholders’ meeting is held. The convener shall, within 2 days after receiving the proposal, send a supplementary notice of shareholders’ meeting to notify other shareholders and submit the temporary proposal to the shareholders’ meeting for consideration. The content of the temporary proposal shall fall within the terms of reference of the shareholders’ meeting, and shall have clear topics and specific resolution matters.</p>	<p>Article 16</p> <p>When the Company convenes a shareholders’ meeting, the Board of Directors, the Supervisory <u>Audit</u> Committee and the shareholders individually or jointly holding more than <u>1%</u> 3% of the Company’s shares shall be entitled to put forward proposals to the Company. The proposal contents shall fall into the terms of reference of the shareholders’ meeting, have clear topics and specific matters for resolutions, and comply with the relevant provisions of the laws, regulations and the Articles of Association.</p> <p>The shareholders individually or jointly holding more than <u>1%</u> 3% of the shares of the Company may raise temporary proposal and submit it to the convener in writing 10 days before the shareholders’ meeting is held. The convener shall, within 2 days after receiving the proposal, send a supplementary notice of shareholders’ meeting to notify other shareholders and submit the temporary proposal to the shareholders’ meeting for consideration. The content of the temporary proposal shall fall within the terms of reference of the shareholders’ meeting, and shall have clear topics and specific resolution matters.</p>
<p>Article 17</p> <p>The proposal(s) that has/have not been set out in the notice of the shareholders’ meeting or that is/are not in compliance with Article 17 of these Rules shall not be voted or resolved on at the shareholders’ meeting.</p>	<p>Article 17</p> <p>The proposal(s) that has/have not been set out in the notice of the shareholders’ meeting or that is/are not in compliance with Article 17 of these Rules shall not be voted or resolved on at the shareholders’ meeting.</p>

<p>Article 18</p> <p>The notice of the shareholders' meeting shall be issued in writing and include the following particulars:</p> <p>(I) the time, venue, and duration of the meeting;</p> <p>(II) the matters and proposals to be considered at the meeting;</p> <p>(III) a clear statement specifying that all ordinary shareholders (including preference shareholders with restored voting rights) are entitled to attend and appoint the proxy in writing to attend and vote at the meeting and that such proxy need not to be a shareholder of the Company; and</p> <p>(IV) other matters required by laws, regulations, regulatory documents and the listing rules of the place where the Company's shares are listed.</p>	<p>Article 18</p> <p>The notice of the shareholders' meeting shall be issued in writing and include the following particulars:</p> <p>(I) the time, venue, and duration of the meeting;</p> <p>(II) the matters and proposals to be considered at the meeting;</p> <p>(III) a clear statement specifying that all ordinary shareholders (including preference shareholders with restored voting rights) are entitled to attend and appoint the proxy in writing to attend and vote at the meeting and that such proxy need not to be a shareholder of the Company; and</p> <p>(IV) other matters required by laws, regulations, regulatory documents and the listing rules of the place where the Company's shares are listed.; <u>and</u></p> <p>(V) <u>the voting time and procedures for voting online or by other means (if any).</u></p>
<p>Article 19</p> <p>The notice of a shareholders' meeting shall be sent to shareholders (regardless of whether they are entitled to vote at the shareholders' meeting or not) by hand or by prepaid mail. The addresses of the recipients shall be such addresses as shown in the register of members; or be published on the Company's website and the websites designated by the Hong Kong Stock Exchange pursuant to the applicable laws and regulations, and the listing rules of the place where the Company's shares are listed. If public announcements shall be issued to the holders of overseas-listed foreign shares pursuant to the Articles of Association, the announcements shall also be published in such manner as required by the Hong Kong Listing Rules. For the holders of domestic shares, notice of a shareholders' meeting may also be issued by way of public announcement.</p> <p>The announcements referred to in the preceding paragraph shall be published in a media that meets the conditions stipulated by the CSRC. Once announced, all holders of domestic shares shall be deemed to have received the notice of the relevant shareholders' meeting.</p>	<p>Article 19</p> <p>The notice of a shareholders' meeting shall be sent to shareholders (regardless of whether they are entitled to vote at the shareholders' meeting or not) by hand or by prepaid mail. The addresses of the recipients shall be such addresses as shown in the register of members; or be published on the Company's website and the websites designated by the Hong Kong Stock Exchange pursuant to the applicable laws and regulations, and the listing rules of the place where the Company's shares are listed. If public announcements shall be issued to the holders of overseas-listed foreign shares pursuant to the Articles of Association, the announcements shall also be published in such manner as required by the Hong Kong Listing Rules. For the holders of domestic shares, notice of a shareholders' meeting may also be issued by way of public announcement.</p> <p>The announcements referred to in the preceding paragraph shall be published in a media that meets the conditions stipulated by the CSRC. Once announced, all holders of domestic shares shall be deemed to have received the notice of the relevant shareholders' meeting.</p>

<p>Chapter 5 Holding of Shareholders' Meeting</p> <p>Article 20</p> <p>The Board of Directors of the Company and other conveners shall take necessary measures to ensure the proper order of the shareholders' meetings. Measures shall be taken to stop any disruption of the shareholders' meetings or troublemaking as well as infringement of the legitimate rights and interests of shareholders, and the matter shall be promptly reported to the relevant authorities for investigation and handling.</p>	<p>Chapter 5 Holding of Shareholders' Meeting</p> <p>Article 20</p> <p>The Board of Directors of the Company and other conveners shall take necessary measures to ensure the proper order of the shareholders' meetings. Measures shall be taken to stop any disruption of the shareholders' meetings or troublemaking as well as infringement of the legitimate rights and interests of shareholders, and the matter shall be promptly reported to the relevant authorities for investigation and handling.</p>
<p>Article 21</p> <p>Any shareholder who is entitled to attend and vote at a shareholders' meeting shall be entitled to appoint one or more persons (who may not be a shareholder) as his/her proxy to attend and vote on his/her behalf. If the shareholder is a company, it may appoint a representative to attend and vote at the meeting; and if the shareholder of the company has already appointed a representative to attend the meeting, he/she shall be deemed to have attended the meeting in person. A proxy so appointed can exercise the following rights pursuant to the authorization from such shareholder:</p> <p>(I) such shareholder's right to speak at the shareholders' meeting;</p> <p>(II) the right to demand a poll alone or jointly with others; and</p>	<p>Article 21</p> <p>Any shareholder who is entitled to attend and vote at a shareholders' meeting shall be entitled to appoint one or more persons (who may not be a shareholder) as his/her proxy to attend and vote on his/her behalf. If the shareholder is a company, it may appoint a representative to attend and vote at the meeting; and if the shareholder of the company has already appointed a representative to attend the meeting, he/she shall be deemed to have attended the meeting in person. A proxy so appointed can exercise the following rights pursuant to the authorization from such shareholder:</p> <p>(I) such shareholder's right to speak at the shareholders' meeting;</p> <p>(II) the right to demand a poll alone or jointly with others; and</p>

<p>(III) unless otherwise required by the applicable securities listing rules or other securities laws and regulations, the right to vote by show of hands or on a poll; however, a proxy of a shareholder who has appointed more than one proxy may only vote on a poll.</p> <p>If the shareholder is a recognised clearing house (or its proxy), it may, as it thinks fit, appoint one or more persons as its proxies to attend and vote at any shareholders’ meetings and creditor meetings. However, if more than one person is appointed, the instrument of proxy shall specify the number and class of the shares relating to each such proxy. The instrument of proxy may be signed by the authorised person of the recognised clearing house. Such person so appointed may attend the meeting and exercise the rights on behalf of the recognised clearing house (or its proxy) (not requiring presence of the shareholding voucher, notarised authorisation and/or further evidences to prove the due authorisation) as if such person is an individual shareholder of the Company, and enjoy the same legal rights as other shareholders, including the right to speak and vote.</p>	<p>(III) unless otherwise required by the applicable securities listing rules or other securities laws and regulations, the right to vote by show of hands or on a poll; however, a proxy of a shareholder who has appointed more than one proxy may only vote on a poll.</p> <p>If the shareholder is a recognised clearing house (or its proxy), it may, as it thinks fit, appoint one or more persons as its proxies to attend and vote at any shareholders’ meetings and creditor meetings. However, if more than one person is appointed, the instrument of proxy shall specify the number and class of the shares relating to each such proxy. The instrument of proxy may be signed by the authorised person of the recognised clearing house. Such person so appointed may attend the meeting and exercise the rights on behalf of the recognised clearing house (or its proxy) (not requiring presence of the shareholding voucher, notarised authorisation and/or further evidences to prove the due authorisation) as if such person is an individual shareholder of the Company, and enjoy the same legal rights as other shareholders, including the right to speak and vote.</p>
<p>Article 23</p> <p>The power of attorney shall be deposited at the domicile of the Company or such other place specified in the notice of the meeting not less than 24 hours prior to convening of the meeting at which the proxy proposes to vote, or 24 hours before the time appointed for voting. Where the power of attorney for voting by proxy is signed by another person authorised by the principal, the letter of authorisation concerning the signature authorisation or other authorisation documents shall be notarised. The notarised letter of authorisation or other authorisation documents and the power of attorney for voting by proxy shall be deposited at the domicile of the Company or such other places as designated in the notice of the meeting.</p> <p>Where the principal is a legal person, its legal representative or the person authorised by the Board of Directors or other decision-making authorities shall attend the shareholders’ meeting of the Company on its behalf.</p>	<p>Article 23</p> <p>The power of attorney shall be deposited at the domicile of the Company or such other place specified in the notice of the meeting not less than 24 hours prior to convening of the meeting at which the proxy proposes to vote, or 24 hours before the time appointed for voting. Where the power of attorney for voting by proxy is signed by another person authorised by the principal, the letter of authorisation concerning the signature authorisation or other authorisation documents shall be notarised. The notarised letter of authorisation or other authorisation documents and the power of attorney for voting by proxy shall be deposited at the domicile of the Company or such other places as designated in the notice of the meeting.</p> <p>Where the principal is a legal person, its legal representative or the person authorised by the Board of Directors or other decision-making authorities shall attend the shareholders’ meeting of the Company on its behalf.</p>

<p>Article 26</p> <p>Where the shareholders' meeting requires directors, supervisors and senior officers to attend the meeting, the directors, supervisors and senior officers shall attend the meeting and answer the inquiries of shareholders.</p>	<p>Article 26</p> <p>Where the shareholders' meeting requires directors, supervisors and senior officers to attend the meeting, the directors, supervisors and senior officers shall attend the meeting and answer the inquiries of shareholders.</p>
<p>Article 27</p> <p>The chairman of the meeting shall be responsible for determining whether a resolution has been passed. His/her decision, which shall be final and conclusive, shall be announced at the meeting and recorded in the minute.</p>	<p>Article 27</p> <p>The chairman of the meeting shall be responsible for determining whether a resolution has been passed. His/her decision, which shall be final and conclusive, shall be announced at the meeting and recorded in the minute.</p>
<p>Article 29</p> <p>If votes are counted at a shareholders' meeting, the result of the poll shall be recorded in the minutes.</p> <p>Minutes shall be kept of the decisions on the matters discussed at the shareholders' meeting, and the secretary to the Board of Directors shall be responsible for such minutes. The directors, the supervisors, the secretary to the Board of Directors, the convener or representative thereof and the chairman of the meeting attending the meeting shall sign on the minutes and ensure that the contents of the minutes are true, accurate and complete. The minutes, together with the attendance record of the attending shareholders and the proxy forms, shall be deposited at the Company's domicile for a period not less than 10 years.</p>	<p>Article 29</p> <p>If votes are counted at a shareholders' meeting, the result of the poll shall be recorded in the minutes.</p> <p>Minutes shall be kept of the decisions on the matters discussed at the shareholders' meeting, and the secretary to the Board of Directors shall be responsible for such minutes. The directors, the supervisors, the secretary to the Board of Directors, the convener or representative thereof and the chairman of the meeting attending the meeting shall sign on the minutes and ensure that the contents of the minutes are true, accurate and complete. The minutes, together with the attendance record of the attending shareholders, <u>and the proxy forms, as well as valid information relating to the voting over the network and by other means,</u> shall be deposited at the Company's domicile for a period not less than 10 years.</p>

<p>Chapter 6 Voting and Resolutions of Shareholders' Meeting</p> <p>Article 30</p> <p>The resolutions of a shareholders' meeting are classified into ordinary resolutions and special resolutions.</p> <p>Ordinary resolutions of a shareholders' meeting shall be adopted by more than half of the voting rights held by the shareholders (including their proxies) present at the meeting.</p> <p>Special resolutions of a shareholders' meeting shall be adopted by more than two-thirds of the voting rights held by the shareholders (including their proxies) present at the meeting.</p> <p>Shareholders (including their proxies) attending a shareholders' meeting shall expressly specify whether they are in favor of or against any matter which is being voted for. If a shareholder or his/her proxy casts abstention vote or abstains from voting, the voting results representing the shares held by such voter shall be counted as "abstention". Unmarked, spoiled, illegible or uncast votes shall be deemed as the voters' waiver of their voting rights, and the voting results representing the shares held by such voters shall be counted as "abstention". When the Company counts the votes in respect of the relevant matter, the abstention vote shall be counted as votes that carry voting rights and are included in the poll.</p>	<p>Chapter 6 Voting and Resolutions of Shareholders' Meeting</p> <p>Article 30</p> <p>The resolutions of a shareholders' meeting are classified into ordinary resolutions and special resolutions.</p> <p>Ordinary resolutions of a shareholders' meeting shall be adopted by more than half of the voting rights held by the shareholders (including their proxies) present at the meeting.</p> <p>Special resolutions of a shareholders' meeting shall be adopted by more than two-thirds of the voting rights held by the shareholders (including their proxies) present at the meeting.</p> <p>Shareholders (including their proxies) attending a shareholders' meeting shall expressly specify whether they are in favor of or against any matter which is being voted for. If a shareholder or his/her proxy casts abstention vote or abstains from voting, the voting results representing the shares held by such voter shall be counted as "abstention". Unmarked, spoiled, illegible or uncast votes shall be deemed as the voters' waiver of their voting rights, and the voting results representing the shares held by such voters shall be counted as "abstention". When the Company counts the votes in respect of the relevant matter, the abstention vote shall be counted as votes that carry voting rights and are included in the poll.</p>
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<p>Article 31</p> <p>Shareholders (including their proxies) shall exercise their voting rights in accordance with the number of shares with voting rights represented by them, and each share entitles the shareholder one voting right at the shareholders' meeting. However, the shares of the Company held by the Company shall not be entitled to vote and such shares shall not be counted as part of the total number of shares entitled to vote at the shareholders' meeting.</p> <p>Where any shareholder is, under applicable laws and regulations and the listing rules of the place where the shares of the Company are listed, required to abstain from voting on any particular resolution or restricted to voting only for or against any particular resolution, any vote cast by or on behalf of such shareholder in violation of such requirement or restriction shall not be counted in the results.</p>	<p>Article 31</p> <p>Shareholders (including their proxies) shall exercise their voting rights in accordance with the number of shares with voting rights represented by them, and each share entitles the shareholder one voting right at the shareholders' meeting. However, the shares of the Company held by the Company shall not be entitled to vote and such shares shall not be counted as part of the total number of shares entitled to vote at the shareholders' meeting.</p> <p>Where any shareholder is, under applicable laws and regulations and the listing rules of the place where the shares of the Company are listed, required to abstain from voting on any particular resolution or restricted to voting only for or against any particular resolution, any vote cast by or on behalf of such shareholder in violation of such requirement or restriction shall not be counted in the results.</p>
<p>Article 32</p> <p>Voting at shareholders' meetings shall be conducted by open ballot. On a poll taken at a meeting, a shareholder (including his/her proxy) entitled to two or more votes need not cast all his/her votes in favor of or against a resolution.</p>	<p>Article 32</p> <p>Voting at shareholders' meetings shall be conducted by open ballot. <u>The Company shall provide the way of electronic voting, but the same vote may only be cast once on site, online or by other means, provided that if the same vote is cast more than once, only the first vote will be deemed valid.</u> On a poll taken at a meeting, a shareholder (including his/her proxy) entitled to two or more votes need not cast all his/her votes in favor of or against a resolution.</p>

<p>Article 33</p> <p>Prior to voting on a resolution at a shareholders' meeting, the following persons shall be appointed to participate in counting the votes and scrutinizing the conduct of the poll.</p> <p>(I) 2 shareholders' representatives;</p> <p>(II) 1 supervisors' representative; and</p> <p>(III) such other persons as prescribed by laws, regulations and regulatory documents, as well as the listing rules of the place where the Company's shares are listed.</p> <p>Where any shareholder is related to the matter under consideration, such shareholder or his/her proxy shall not take part in counting the votes or scrutinizing the conduct of the poll.</p> <p>When voting on resolutions at a shareholders' meeting, vote counting and vote scrutiny shall be conducted by the persons appointed in accordance with the first paragraph of this Article. The voting results shall be announced on the spot and recorded in the minutes.</p>	<p>Article 33</p> <p>Prior to voting on a resolution at a shareholders' meeting, the following persons shall be appointed to participate in counting the votes and scrutinizing the conduct of the poll.</p> <p>(I) 2 shareholders' representatives; <u>and</u></p> <p>(II) 1 supervisors' representative; and</p> <p>(III)<u>(II)</u> such other persons as prescribed by laws, regulations and regulatory documents, as well as the listing rules of the place where the Company's shares are listed.</p> <p>Where any shareholder is related to the matter under consideration, such shareholder or his/her proxy shall not take part in counting the votes or scrutinizing the conduct of the poll.</p> <p>When voting on resolutions at a shareholders' meeting, vote counting and vote scrutiny shall be conducted by the persons appointed in accordance with the first paragraph of this Article. The voting results shall be announced on the spot and recorded in the minutes.</p> <p><u>Before the formal announcement of the results of the poll, all relevant parties including the company, vote counter, scrutineer, major shareholders, and internet service provider involved in the process, whether on site, via internet or otherwise, shall owe confidentiality obligation.</u></p>
<p>Article 34</p> <p>When a shareholders' meeting holds a vote, it shall vote on resolutions on a one-by-one basis.</p>	<p>Article 34</p> <p>When a shareholders' meeting holds a vote, it shall vote on resolutions on a one-by-one basis.</p>

<p>Article 35</p> <p>The following matters shall be resolved by way of ordinary resolution of the shareholders' meeting:</p> <ul style="list-style-type: none"> (I) work reports of the Board of Directors and the Supervisory Committee; (II) profit distribution plans and loss recovery plans formulated by the Board of Directors; (III) appointment and dismissal of members of the Board of Directors and supervisors who are not employee representatives, as well as their remuneration and the method of payment thereof; (IV) appointment and dismissal of accounting firm, as well as its remuneration and the method of payment thereof; (V) annual financial budgetary plans and final accounting plans, the balance sheet, profit and loss account and other financial statements of the Company; and (VI) matters other than those which are required by the laws, administrative regulations, listing rules of the place where the Company's shares are listed or the Articles of Association to be resolved by way of special resolutions. 	<p>Article 35</p> <p>The following matters shall be resolved by way of ordinary resolution of the shareholders' meeting:</p> <ul style="list-style-type: none"> (I) work reports of the Board of Directorsand the Supervisory Committee; (II) profit distribution plans and loss recovery plans formulated by the Board of Directors; (III) appointment and dismissal of members of the Board of Directors and supervisors who are not employee representatives, as well as their remuneration and the method of payment thereof; <u>and</u> (IV) appointment and dismissal of accounting firm, as well as its remuneration and the method of payment thereof; (V) annual financial budgetary plans and final accounting plans, the balance sheet, profit and loss account and other financial statements of the Company; and (VI)<u>(IV)</u> matters other than those which are required by the laws, administrative regulations, listing rules of the place where the Company's shares are listed or the Articles of Association to be resolved by way of special resolutions.
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<p>Article 36</p> <p>The following matters shall be resolved by way of special resolutions of the shareholders' meeting:</p> <p>(I) increase or reduction of the Company's registered capital;</p> <p>(II) division, merger, dissolution, liquidation (including voluntary winding-up) or change in the form of the Company;</p> <p>(III) amendments to the Articles of Association;</p> <p>(IV) purchase and disposal of major assets by the Company within one year, or a guarantee amount exceeding 30% of the Company's audited total assets for the latest period;</p> <p>(V) other matters which, according to an ordinary resolution of the shareholders' meeting, will have a significant impact on the Company and shall be adopted by way of a special resolution; and</p> <p>(VI) other matters required to be approved by special resolutions under the laws, administrative regulations, the Articles of Association and the listing rules of the place where the Company's shares are listed.</p>	<p>Article 36</p> <p>The following matters shall be resolved by way of special resolutions of the shareholders' meeting:</p> <p>(I) increase or reduction of the Company's registered capital;</p> <p>(II) division, <u>separation</u>, merger, dissolution, liquidation (including voluntary winding-up) or change in the form of the Company;</p> <p>(III) amendments to the Articles of Association;</p> <p>(IV) purchase and disposal of major assets by the Company within one year, or a guarantee <u>provided by the Company for others with an amount exceeding 30% of the Company's audited total assets for the latest period;</u></p> <p>(V) <u>equity incentive schemes;</u></p> <p>(VI) (VI) other matters which, according to an ordinary resolution of the shareholders' meeting, will have a significant impact on the Company and shall be adopted by way of a special resolution; and</p> <p>(VII) (VII) other matters required to be approved by special resolutions under the laws, administrative regulations, the Articles of Association and the listing rules of the place where the Company's shares are listed.</p>
<p>Article 38</p> <p>These Rules, as an appendix to the Articles of Association, shall be formulated by the Board of Directors and subject to deliberation and approval at the shareholders' meeting of the Company, and the same shall apply to any amendment thereto. These Rules shall take effect from the date on which the H shares issued by the Company are listed on the Hong Kong Stock Exchange. The original Rules of Procedure for Shareholders' Meeting of the Company shall automatically cease to be effective from the date on which these Rules become effective.</p>	<p>Article 38</p> <p>These Rules, as an appendix to the Articles of Association, shall be formulated by the Board of Directors and subject to deliberation and approval at the shareholders' meeting of the Company, and the same shall apply to any amendment thereto. These Rules shall take effect from the date on which the H shares issued by the Company are listed on the Hong Kong Stock Exchange. The original Rules of Procedure for Shareholders' Meeting of the Company shall automatically cease to be effective from the date on which these Rules become effective.</p>

Wise Living Technology Co., Ltd	Wise Living Technology Co., Ltd <u>SL Gemini Energy Co., Ltd</u>
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TABLE OF THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR
THE BOARD OF DIRECTORS

Before Amendments	After Amendments
<p>Name of the rules of procedure:</p> <p>Wise Living Technology Co., Ltd</p> <p>Rules of Procedure for the Board of Directors</p>	<p>Name of the rules of procedure:</p> <p>Wise Living Technology Co., Ltd <u>SL Gemini Energy Co., Ltd</u></p> <p>Rules of Procedure for the Board of Directors</p>
<p>CHAPTER 1 GENERAL PROVISIONS</p> <p>Article 1</p> <p>To further standardize the deliberation methods and decision-making procedures of the Board of Directors of Wise Living Technology Co., Ltd (hereinafter referred to as the “Company”), to establish a complete corporate governance structure, to ensure the decisions made by the Board are legal, scientific and institutionalized, to facilitate the effective performance of duties by directors and the Board, and to enhance the Board’s level of standardized operations and scientific decision-making, these Rules are formulated in accordance with relevant laws and regulations such as 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (including the interpretation and amendments of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited issued by The Stock Exchange of Hong Kong Limited from time to time) (hereinafter referred to as the “Hong Kong Listing Rules”), as well as the Articles of Association of Wise Living Technology Co., Ltd (hereinafter referred to as the “Articles of Association”)</p>	<p>CHAPTER 1 GENERAL PROVISIONS</p> <p>Article 1</p> <p>To further standardize the deliberation methods and decision-making procedures of the Board of Directors of Wise Living Technology Co., Ltd <u>SL Gemini Energy Co., Ltd</u> (hereinafter referred to as the “Company”), to establish a complete corporate governance structure, to ensure the decisions made by the Board are legal, scientific and institutionalized, to facilitate the effective performance of duties by directors and the Board, and to enhance the Board’s level of standardized operations and scientific decision-making, these Rules are formulated in accordance with relevant laws and regulations such as 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (including the interpretation and amendments of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited issued by The Stock Exchange of Hong Kong Limited from time to time) (hereinafter referred to as the “Hong Kong Listing Rules”), as well as the Articles of Association of Wise Living Technology Co., Ltd <u>SL Gemini Energy Co., Ltd</u> (hereinafter referred to as the “Articles of Association”)</p>

<p>Article 2</p> <p>The Company shall establish a board of directors. The board of directors is the Company’s standing management and decision-making body, accountable to shareholders’ meeting, exercising decision-making power within the scope of powers conferred by the Company Law, the Articles of Association and the shareholders’ meeting.</p>	<p>Article 2</p> <p>The Company shall establish a board of directors. The board of directors is the Company’s standing management and decision-making body, accountable to shareholders’ meeting, exercising decision-making power within the scope of powers conferred by the Company Law, the Articles of Association and the shareholders’ meeting.</p>
<p>Article 4</p> <p>Directors are elected at the shareholders’ meeting for a term of three years. Directors are eligible for re-election upon expiry of their terms of office.</p> <p>The chairman shall be elected and removed by a majority of all the directors. The chairman of the Board shall serve for a term of three years and is eligible for re-election.</p> <p>A director is not required to hold shares in the Company.</p>	<p>Article 4</p> <p>Directors are elected at the shareholders’ meeting for a term of three years. Directors are eligible for re-election upon expiry of their terms of office.</p> <p>The chairman shall be elected and removed by a majority of all the directors. The chairman of the Board shall serve for a term of three years and is eligible for re-election.</p> <p>A director is not required to hold shares in the Company.</p>
<p>Article 5</p> <p>A director may resign before his or her term of office expires, in which case such director shall submit a written resignation to the board of directors.</p> <p>If the number of directors falls below the quorum as a result of the resignation of a director, the resignation of such director shall not become effective until the vacancy resulting from the resignation is filled up by the succeeding directors. The remaining directors shall convene an extraordinary shareholders’ meeting as soon as possible to elect a director to fill the vacancy caused by the resignation of a director.</p> <p>Except for the circumstances set out in the preceding paragraph, the resignation report of a director shall take effect when the resignation report is delivered to the board of directors.</p> <p>Subject to the relevant regulations and regulatory rules of the place where the Company’s shares are listed, if the board of directors appoints a new director to fill a casual vacancy or as an additional director, the term of office of the director so appointed shall expire at the first annual shareholders’ meeting of the Company after his/her appointment and he/she shall be eligible for re-election.</p>	<p>Article 5</p> <p>A director may resign before his or her term of office expires, in which case such director shall submit a written resignation to the board of directors.</p> <p>If the number of directors falls below the quorum as a result of the resignation of a director, the resignation of such director shall not become effective until the vacancy resulting from the resignation is filled up by the succeeding directors. The remaining directors shall convene an extraordinary shareholders’ meeting as soon as possible to elect a director to fill the vacancy caused by the resignation of a director.</p> <p>Except for the circumstances set out in the preceding paragraph, the resignation report of a director shall take effect when the resignation report is delivered to the board of directors.</p> <p>Subject to the relevant regulations and regulatory rules of the place where the Company’s shares are listed, if the board of directors appoints a new director to fill a casual vacancy or as an additional director, the term of office of the director so appointed shall expire at the first annual shareholders’ meeting of the Company after his/her appointment and he/she shall be eligible for re-election.</p>

<p>Article 9</p> <p>The Board meetings are divided into regular meetings and extraordinary meetings. Board meetings shall be held at least twice a year and convened by the chairman of the Board. Notice of not less than 10 days shall be given for a regular meeting and not less than 5 days for an extraordinary meeting. The notice period may be waived with the consent of all directors of the Company. Where an extraordinary meeting needs to be convened in emergency, the notice of meeting may be sent by telephone or other verbal means at any time, but the convener shall make explanations at the meeting.</p> <p>Prior to issuing the notice for a regular meeting, the Board Office shall solicit opinions from all directors to preliminarily formulate meeting proposals and submit them to the chairman of the Board for drafting.</p> <p>The Chairman may, as necessary, solicit opinions from the General Manager and other senior management members.</p> <p>The Board shall convene an extraordinary meeting under any of the following circumstances:</p> <ul style="list-style-type: none"> (I) Upon the proposal of shareholders representing more than one-tenth of the voting rights; (II) Upon the joint proposal of more than one-third of the directors; (III) Upon the proposal of the Supervisory Committee; (IV) When the Chairman deems it necessary; (V) Upon the proposal of more than one-half of the independent directors; (VI) Upon the proposal of the general manager, and (VII) Under other circumstances stipulated by laws and regulations, listing rules of the place where the Company’s shares are listed and the Articles of Association. <p>The chairman shall convene and preside over a meeting of the board of directors within ten days after receiving the proposal.</p>	<p>Article 9</p> <p>The Board meetings are divided into regular meetings and extraordinary meetings. Board meetings shall be held at least twice a year and convened by the chairman of the Board. Notice of not less than 10 days shall be given for a regular meeting and not less than 5 days for an extraordinary meeting. The notice period may be waived with the consent of all directors of the Company. Where an extraordinary meeting needs to be convened in emergency, the notice of meeting may be sent by telephone or other verbal means at any time, but the convener shall make explanations at the meeting.</p> <p>Prior to issuing the notice for a regular meeting, the Board Office shall solicit opinions from all directors to preliminarily formulate meeting proposals and submit them to the chairman of the Board for drafting.</p> <p>The Chairman may, as necessary, solicit opinions from the General Manager and other senior management members.</p> <p>The Board shall convene an extraordinary meeting under any of the following circumstances:</p> <ul style="list-style-type: none"> (I) Upon the proposal of shareholders representing more than one-tenth of the voting rights; (II) Upon the joint proposal of more than one-third of the directors; (III) Upon the proposal of the Supervisory <u>Audit</u> Committee; (IV) When the Chairman deems it necessary; (V) Upon the proposal of more than one half of the independent directors; (VI) Upon the proposal of the general manager, and (VII) Under other circumstances stipulated by laws and regulations, listing rules of the place where the Company’s shares are listed and the Articles of Association. <p>The chairman shall convene and preside over a meeting of the board of directors within ten days after receiving the proposal.</p>
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<p>Article 13</p> <p>The Board meetings shall be convened and chaired by the chairman of the Board. Where the chairman of the Board is unable or fails to perform his/her duties, a director shall be jointly selected by more than half of the directors to convene and preside over the duties.</p>	<p>Article 13</p> <p>The Board meetings shall be convened and chaired by the chairman of the Board. Where the chairman of the Board is unable or fails to perform his/her duties, a director shall be jointly selected by more than half of the directors to convene and preside over the duties.</p>
<p>Article 15</p> <p>Board meetings shall only be held in the presence of more than half of the directors (including directors entrusted to attend in accordance with the Article 16 of the Rules).</p> <p>Resolutions of the Board shall be voted by show of hands or open ballot. Provided that the directors can fully express their opinions, the extraordinary meetings of the Board may be held and resolutions may be made by means of facsimile or other means of transmission and shall be signed by the attending directors.</p> <p>Supervisors may attend Board meetings. The General Manager and the Secretary of the Board shall attend meetings of the Board of Directors on condition that they do not concurrently serve as directors. The meeting chairperson may notify other relevant personnel to attend Board meetings, if he/she deems it necessary.</p>	<p>Article 15</p> <p>Board meetings shall only be held in the presence of more than half of the directors (including directors entrusted to attend in accordance with the Article 16 of the Rules).</p> <p>Resolutions of the Board shall be voted by show of hands or open ballot. Provided that the directors can fully express their opinions, the extraordinary meetings of the Board may be held and resolutions may be made by means of facsimile or other means of transmission and shall be signed by the attending directors.</p> <p>Supervisors may attend Board meetings. The General Manager and the Secretary of the Board shall attend meetings of the Board of Directors on condition that they do not concurrently serve as directors. The meeting chairperson may notify other relevant personnel to attend Board meetings, if he/she deems it necessary.</p>

<p>Article 16</p> <p>Directors shall, in principle, attend the Board meetings in person. If he/she is unable to attend the meeting for any reason, he/she must review the meeting materials in advance, form clear opinions, and entrust another director in writing to attend the meeting on his/her behalf.</p> <p>The power of attorney shall state:</p> <ul style="list-style-type: none"> (I) The names of the principal and the proxy; (II) The principal’s brief opinion on each proposal; (III) The principal’s scope of authorization and instructions on voting intention regarding the proposals; (IV) The signature of the principal and the date. (V) If appointing a proxy to sign written confirmations for regular reports, specific authorization must be included. <p>The proxy director shall submit the written power of attorney to the presider and note the fact of their attendance as a proxy in the attendance register.</p> <p>The proxy director attending the meeting shall exercise the rights of the director within the scope of authorisation. If a director fails to attend a meeting of the board of directors and does not appoint a proxy to attend on his/her behalf, he/she shall be deemed to have waived his/her voting rights at such meeting.</p>	<p>Article 16</p> <p>Directors shall, in principle, attend the Board meetings in person. If he/she is unable to attend the meeting for any reason, he/she must review the meeting materials in advance, form clear opinions, and entrust another director in writing to attend the meeting on his/her behalf.</p> <p>The power of attorney shall state:</p> <ul style="list-style-type: none"> (I) The names of the principal and the proxy; (II) The principal’s brief opinion on each proposal; (III) The principal’s scope of authorization and instructions on voting intention regarding the proposals; (IV) The signature of the principal and the date.; <u>and</u> (V) If appointing a proxy to sign written confirmations for regular reports, specific authorization must be included. <p>The proxy director shall submit the written power of attorney to the presider and note the fact of their attendance as a proxy in the attendance register.</p> <p>The proxy director attending the meeting shall exercise the rights of the director within the scope of authorisation. If a director fails to attend a meeting of the board of directors and does not appoint a proxy to attend on his/her behalf, he/she shall be deemed to have waived his/her voting rights at such meeting.</p>
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<p>Article 23</p> <p>A director shall abstain from voting under the following circumstances:</p> <p>(I) Circumstances stipulated in the Articles of Association and other internal management systems requiring avoidance because the directors are related/connected with the enterprises involved in the proposal at the meeting.</p> <p>(II) Circumstances under which the directors should recuse themselves as stipulated in laws, administrative regulations, the listing rules of the place where the Company's shares are listed and the Articles of Association of the Company.</p> <p>(III) When the director deems it necessary due to a conflict of interest.</p> <p>In the event that a director abstains from voting, the relevant Board meeting may be held if attended by more than half of the non-interested directors, and any resolution shall be passed by more than half of the non-interested directors. If fewer than three non-interested directors are present, no voting shall be conducted on the relevant proposal, and the matter shall be submitted to the shareholders' meeting for consideration.</p>	<p>Article 23</p> <p>A director shall abstain from voting under the following circumstances:</p> <p>(I) Circumstances stipulated in the Articles of Association and other internal management systems requiring avoidance because the directors are related/connected with the enterprises involved in the proposal at the meeting.</p> <p>(II) Circumstances under which the directors should recuse themselves as stipulated in laws, administrative regulations, the listing rules of the place where the Company's shares are listed and the Articles of Association of the Company.</p> <p>(III) When the director deems it necessary due to a conflict of interest.</p> <p>In the event that a director abstains from voting, the relevant Board meeting may be held if attended by more than half of the non-interested directors, and any resolution shall be passed by more than half of the non-interested directors. If fewer than three non-interested directors are present, no voting shall be conducted on the relevant proposal, and the matter shall be submitted to the shareholders' meeting for consideration.</p>
<p>Article 28</p> <p>The Board shall act strictly in accordance with the authorization of the shareholders' meeting and the Company's Articles of Association, and shall not make resolutions beyond its authority.</p>	<p>Article 28</p> <p>The Board shall act strictly in accordance with the authorization of the shareholders' meeting and the Company's Articles of Association, and shall not make resolutions beyond its authority.</p>
<p>Article 33</p> <p>These Rules shall be considered and approved by the shareholders' meeting and shall take effect from the date on which the overseas listed foreign shares (H Shares) issued by the Company are listed on the Stock Exchange of Hong Kong Limited. On the effective date of these Rules, the original Rules of Procedure for the Board of the Company shall automatically become invalid.</p>	<p>Article 33</p> <p>These Rules shall be considered and approved by the shareholders' meeting and the same shall apply when they <u>are amended.</u> shall take effect from the date on which the overseas listed foreign shares (H Shares) issued by the Company are listed on the Stock Exchange of Hong Kong Limited. On the effective date of these Rules, the original Rules of Procedure for the Board of the Company shall automatically become invalid.</p>
<p>Wise Living Technology Co., Ltd</p>	<p>Wise Living Technology Co., Ltd <u>SL Gemini Energy Co., Ltd</u></p>

NOTICE OF ANNUAL GENERAL MEETING



慧居科技

Wise Living Technology Co., Ltd

慧居科技股份有限公司

(A joint stock limited liability company incorporated in the People's Republic of China)

(Stock Code: 2481)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting (“AGM”) of Wise Living Technology Co., Ltd (the “**Company**”) will be held at 2:00 p.m. on Friday, 15 May 2026 at Company Conference Room, No. 168 Wucheng South Road, Taiyuan Economic and Technological Development Zone, Xiaodian District, Taiyuan City, Shanxi Province, People’s Republic of China to transact the following business. Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the circular dated 21 April 2026 issued by the Company (the “**Circular**”):

AS ORDINARY RESOLUTIONS

1. To consider and approve the adoption of the Company’s report of the board (the “**Board**”) of directors (the “**Directors**”) for the year 2025.
2. To consider and approve the adoption of the Company’s report of the supervisory committee for the year 2025.
3. To consider and approve the adoption of the Company’s annual report for the year 2025.
4. To consider and approve the adoption of the audited financial statements of the Company and its subsidiaries for the year ended 31 December 2025.
5. To consider and approve the financial budget plan of the Company for the year 2026.
6. To consider and approve the profit distribution plan of the Company for the year 2025.

NOTICE OF ANNUAL GENERAL MEETING

7. To consider and approve the proposed authorisation to the Board on credit lines and provision of guarantee for the year 2026 and authorise the legal representatives of the Company and its subsidiaries or their delegates to represent the Company or any of its subsidiaries in completing relevant procedures within the approved credit lines approved by the bank and to sign all contracts, agreements, certificates and other legal documents related to the credit granting and guarantee within the approved credit lines.
8. To authorise and approve the Board to determine the remuneration plan for the Directors for the year ended 31 December 2026.
9. To consider and approve the re-appointment of HLB Hodgson Impey Cheng Limited as the Company's auditor for the year 2026 for a term until the conclusion of the next annual general meeting of the Company, and to authorise the Board to determine its remuneration.

AS SPECIAL RESOLUTIONS

10. To consider and approve the grant of a general mandate to the Board to issue H shares of the Company ("**H Shares**"):

"THAT

- (a) subject to paragraph (c) below and in accordance with the relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), the articles of association of the Company (the "**Articles of Association**") and the applicable laws, rules and regulations of the PRC, the exercise by the Board during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with, either separately or concurrently, additional H Shares and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Board during the Relevant Period (as defined below) to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period (as defined below);
- (c) each of the aggregate number of H Shares allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) (including the sale and transfer of Treasury Shares, if any) by the Board pursuant to the approval granted in paragraph (a) shall not exceed 20% of

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each of the total number of the H Shares in issue (excluding any Treasury Shares) as at the date of passing this resolution, other than pursuant to (i) a Rights Issue (as defined below) or (ii) any scrip dividend or similar arrangement providing for allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association; and

(d) the Board will only exercise its power under such mandate in accordance with the Company Law of the PRC (the “**PRC Company Law**”), the Listing Rules and the requirements of the relevant PRC regulatory authorities, and after obtaining all necessary approvals from relevant government authorities (including the China Securities Regulatory Commission).

(e) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

(i) the expiration of the 12-month period following the passing of this resolution at the AGM;

(ii) the conclusion of the next annual general meeting of the Company following the passing of this resolution at the AGM; or

(iii) the date on which the authority conferred to the Board by this resolution is revoked or varied by a special resolution of shareholders of the Company (“**Shareholders**”) at a general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the directors to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws, or the requirements, of any recognised regulatory body or any stock exchange in any territory outside Hong Kong) and an offer, allotment or issue of shares by way of rights shall be construed accordingly.

(f) contingent upon the Directors resolving to issue H Shares pursuant to subparagraph (a) of this resolution, the Board be and is hereby authorised to approve, execute, make and procure to execute and make all such documents, deeds and matters as it may consider relevant in connection with the issue of such new H Shares (including but not limited to,

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determining the time and place of issue, making all necessary applications to the relevant authorities and entering into an underwriting agreement(s) or any other agreement(s)), to determine the use of proceeds and to make all necessary filings and registrations with the relevant PRC, Hong Kong and other authorities, and to make such amendments to the Articles of Association as it thinks fit so as to reflect the increase in the registered capital and the new share capital structure.”

11. To consider and approve the grant of a general mandate to the Board to repurchase H Shares, during the Relevant Period (as defined in paragraph (c) below):

“THAT

- (a) In accordance with all applicable laws and regulation promulgated by the Chinese government or security regulatory authorities and The Stock Exchange of Hong Kong Limited and on such terms as it shall think fit, repurchase the H Shares not exceeding 10% of the total number of H Shares in issue (excluding any Treasury Shares) as at the date when this resolution is passed;
- (b) the Board be authorised to (including but not limited to the following):
- (i) determine detailed repurchase plan, including but not limited to repurchase price, number of H Shares to repurchase, timing of repurchase and period of repurchase, and whether to cancel the repurchased H Shares or hold them as treasury shares etc.;
 - (ii) open overseas share accounts and carry out the foreign exchange approval and the foreign exchange change registration procedures in relation to transmission of repurchase fund overseas (if needed); and
 - (iii) carry out cancellation procedures for repurchased shares, reduce registered capital of the Company in order to reflect the amount of shares repurchased in accordance with the authorisation received by the Board under paragraph (a) of this special resolution and make corresponding amendments to the Articles of Association as it thought fit and necessary in order to reflect the reduction of the registered capital of the Company and carry out any other necessary actions and deal with any necessary matters in order to repurchase relevant shares in accordance with paragraph (a) of this special resolution.

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- (c) For the purposes of this special resolution, “**Relevant Period**” means the period from the passing of this special resolution until the earliest of:
- (i) the expiration of the 12-month period following the passing of this resolution at the AGM;
 - (ii) the conclusion of the next annual general meeting of the Company following the passing of this resolution at the AGM; or
 - (iii) the date on which the authority conferred to the Board by this resolution is revoked or varied by a special resolution of Shareholders at a general meeting.”
12. To consider and approve the proposed amendments to the Articles of Association.
13. To consider and approve the proposed amendments to the Rules of Procedure for the Shareholders’ Meetings.
14. To consider and approve the proposed amendments to the Rules of Procedure for the Board of Directors.

By order of the Board
Wise Living Technology Co., Ltd
LI Baoshan
Chairman and Executive Director

Hong Kong, 21 April 2026

Notes:

1. Details of the above resolutions are set out in the circular of the Company dated 21 April 2026.
2. All resolutions at the AGM will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.hjkj.cn>) in accordance with the Listing Rules.
3. Any Shareholder entitled to attend and vote at the AGM is entitled to appoint another person (who must be an individual) as his/her proxy to attend and vote instead of him/her. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every Shareholder present in person or by proxy shall be entitled to one vote for each share held by him/her.

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4. In case of joint holders of shares, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such shares as if he/she was solely entitled thereto, but if more than one of such joint holders are present at any meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members.
5. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong by holders of H Shares, or to the Company's registered office at Room 202, 2/F, No. 15 Shuangliang Road, Ligang Street, Jiangyin City, Jiangsu Province, The PRC by holders of Domestic Shares not less than 48 hours before the time appointed for the AGM (i.e. not later than 2:00 p.m. on Wednesday, 13 May 2026) or the adjourned meeting (as the case may be). Delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the AGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. For determining the entitlement to attend and vote at the AGM, the Register of Members will be closed from Tuesday, 12 May 2026 to Friday, 15 May 2026, both dates inclusive, during which period no transfer of H Shares will be registered. In order to be eligible to attend and vote at the AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Monday, 11 May 2026.
7. For determining the entitlement to the proposed final dividend of the Company for the year ended 31 December 2025 (subject to approval by the Shareholders at the AGM), the register of members of the Company will be closed from Friday, 22 May 2026 to Thursday, 28 May 2026, both dates inclusive, during which period no transfer of H Shares will be registered. The holders of H Shares whose names appear on the register of members of the Company on Thursday, 28 May 2026 are entitled to receive the final dividend. In order for the holders of H shares to qualify for receiving the final dividend, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 21 May 2026.
8. Shareholders shall produce their identity documents and supporting documents in respect of Shares held when attending the AGM. If a corporate Shareholder appoints an authorised representative to attend the AGM, the authorised representative shall produce his/her identity documents and a notarially certified copy of the relevant authorisation instrument signed by the Board of Directors or other authorised parties of the corporate Shareholder or other notarially certified documents allowed by the Company. Proxies shall produce their identity documents and the proxy form signed by the Shareholders or their attorney when attending the AGM.
9. The on-site AGM is expected to take less than half a day. Shareholders attending the AGM shall be responsible for their own travel and accommodation expenses.
10. Unless otherwise defined, capitalised terms used in this notice shall have the same meaning as those defined in the Company's circular dated 21 April 2026.