

Guangdong Tianyu Semiconductor Co., Ltd.
Rules of Procedure for Shareholders' Meetings
(Amended in May 2026)

CHAPTER 1 GENERAL PROVISIONS

Article 1 To safeguard the legal interests of the shareholders of Guangdong Tianyu Semiconductor Co., Ltd. (hereinafter referred to as the “Company”), clarify the duties and authorities of the shareholders’ meeting, and ensure that the shareholders’ meeting exercises its powers in accordance with law and regulations, these rules are formulated in accordance with the provisions of the Company Law of the People’s Republic of China (hereinafter referred to as “Company Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as “Securities Law”), the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (hereinafter referred to as the “Trial Administrative Measures”), the Guidelines on the Articles of Association of Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “SEHK Listing Rules”), the Articles of Association of Guangdong Tianyu Semiconductor Co., Ltd. (hereinafter referred to as the “Articles of Association”), and other laws and regulations.

CHAPTER 2 NATURE AND FUNCTIONS AND POWERS OF THE GENERAL MEETING

Article 2 Pursuant to the Company Law and the Articles of Association, the shareholders’ meeting is the highest authority of the Company. The Company shall convene shareholders’ meetings in strict accordance with the relevant provisions of laws, administrative regulations, these Rules and the Articles of Association, and ensure that the shareholders can exercise their rights in accordance with the law.

The Board shall earnestly perform its duties and organize shareholders’ meetings seriously and in a timely manner. All directors of the Company shall exercise their due diligence duties to ensure that the shareholders’ meeting is duly convened and exercises its functions and powers in accordance with the law.

Article 3 The shareholders’ meeting shall exercise its functions and powers within the scope prescribed in the Company Law and the Articles of Association.

Article 4 When holding a shareholders’ meeting, the Company shall engage lawyers to issue legal opinions and make an announcement on the following matters:

- (I) whether the procedures of convening and holding the meeting comply with the provisions of laws, administrative regulations, these Rules and the Articles of Association;
- (II) whether the eligibility of the attendees and the convener of the meeting are lawful and valid;
- (III) whether the voting procedures and results of the meeting are lawful and valid;

- (IV) legal opinions issued in respect of other related issues upon the request of the Company.

CHAPTER 3 CONVENING OF SHAREHOLDERS' MEETING

Article 5 Shareholders' meetings are divided into annual general meetings and extraordinary general meetings.

An annual general meeting shall be held once a year and shall be held within six months from the end of the last fiscal year. An extraordinary general meeting shall be convened from time to time, and shall be convened within two months when any event requiring the convening of an extraordinary general meeting as stipulated in Article 113 of the Company Law occurs. If the Company is unable to convene the shareholders' meeting within the aforesaid period, it shall report to the local branch of the China Securities Regulatory Commission (the "CSRC") at the place where the Company is domiciled and the stock exchange on which the Company's shares are listed and traded (the "stock exchange"), explaining the reasons and making an announcement.

Article 6 Shareholders' meetings shall be convened by the Board in accordance with laws. Independent non-executive directors shall have the right to propose to the Board to convene an extraordinary general meeting. The Board shall, in accordance with the provisions of the laws, administrative regulations and the Articles of Association, propose a written feedback opinion on whether or not they agree to convene the extraordinary general meeting within 10 days after receiving the proposal from the independent non-executive directors to convene the extraordinary general meeting.

If the Board agrees to convene the extraordinary general meeting, it shall issue a notice convening the shareholders' meeting within five days after making the resolution of the Board; if the Board disagrees to convene the extraordinary general meeting, it shall explain the reason.

Article 7 The Audit Committee shall have the right to propose to the Board to convene an extraordinary general meeting and shall make such proposal in writing to the Board. The Board shall, in accordance with the provisions of the laws, administrative regulations and the Articles of Association, propose a written feedback opinion on whether or not they agree to convene the extraordinary general meeting within 10 days.

If the Board agrees to convene the extraordinary general meeting, a notice convening the extraordinary general meeting shall be issued with 5 days after the resolution of convening the shareholders' meeting. Any changes to the original proposal in the notice shall be subject to the consent of the Audit Committee.

If the Board does not agree to convene the extraordinary general meeting, or no written feedback is given within 10 days after the receipt of the proposal, the Board will be deemed to be unable to fulfil or fail to fulfil its responsibility to convene shareholders' meetings and the Audit Committee shall convene and preside a general meeting on its own.

Article 8 The shareholder(s) individually or jointly holding more than 10% of the shares in the Company has/have the right to request the Board to convene an extraordinary general meeting and such request shall be made to the Board in writing. Pursuant to the stipulation under the law, administrative rules and the Articles of Association, the Board shall give written feedback on whether to approve or disapprove the convening of the extraordinary general meeting within 10 days after the receipt of the request.

If the Board agrees to convene an extraordinary general meeting, a notice convening the shareholders' meeting shall be issued within 5 days after the resolution is made. Consent has to be obtained from the relevant shareholder(s) for making any alteration to the original request in the notice.

If the Board does not agree to convene an extraordinary general meeting, or no feedback is given within 10 days after the receipt of the request, the shareholder(s) individually or jointly holding more than 10% of the shares in the Company shall have the right to request the Audit Committee to convene an extraordinary general meeting and such request shall be made in writing.

If the Audit Committee agrees to convene an extraordinary general meeting, a notice convening the shareholders' meeting shall be given within 5 days after the receipt of the request. Consent has to be obtained from the relevant shareholder(s) for making any alteration to the original request in the notice.

If the Audit Committee does not give any notice of the extraordinary general meeting within the required period, the Audit Committee is deemed not to convene and preside any extraordinary general meeting. The shareholder(s) individually or jointly holding more than 10% of the shares in the Company for over 90 consecutive days shall convene and preside over a meeting on its own.

If the extraordinary general meeting is convened in accordance with the requirements of the securities regulatory rules of the place where the Company's shares are listed, the actual date of convening the extraordinary general meeting is subject to adjustment according to the progress of approval by the stock exchange where the Company's shares are listed.

Article 9 Where the Audit Committee or shareholders decide to convene a general meeting on their own initiatives, they must notify the Board in writing and file the records with the CSRC branch in the place where the Company is domiciled and the stock exchange at the same time.

Prior to the announcement of the resolution of the general meeting, the shareholding of the convening shareholders shall not be less than 10%. The Audit Committee or the convening shareholders shall submit the relevant supporting materials to the stock exchange when issuing the notice of the shareholders' meeting and the announcement of the resolution of the shareholders' meeting.

Article 10 The Board and the secretary to the Board must cooperate with the shareholders' meeting convened by the Audit Committee or the shareholders on their own. The Board shall provide the register of shareholders on the shareholding registration date. If the Board fails to provide the register of shareholders, the convener may apply to the securities registration and clearing institution for the register of shareholders upon presentation of the relevant announcement on convening the shareholders' meeting. The register of shareholders obtained by the convener shall not be used for any purpose other than convening the shareholders' meeting.

Article 11 Any necessary expenses incurred in connection with the convening of the shareholders' meeting by the Audit Committee or the shareholders on their own shall be borne by the Company.

CHAPTER 4 NOTICE OF THE SHAREHOLDERS' MEETING

Article 12 The convener is to notify all shareholders in writing 21 days prior to the convening of the annual general meeting, and notify all shareholders in writing 15 days prior to the convening of the extraordinary general meeting.

The date of the meeting shall not be included in the calculation of the commencement period.

Article 13 The notice and supplementary notice of the shareholders' meeting shall fully and completely disclose the specific content of all proposals, as well as all information or explanations necessary to enable shareholders to make a reasonable judgment on the matters to be discussed. Where the matters to be discussed require an opinion of the independent non-executive directors, such opinion and the reasons therefor shall be disclosed simultaneously with the notice or supplementary notice of the shareholders' meeting.

Article 14 Where the shareholders' meeting proposes to discuss the election of directors, the notice of the shareholders' meeting shall fully disclose the detailed information of the candidates for directors, which shall include at least the following contents:

- (I) personal information such as educational background, work experience, and concurrent positions;
- (II) whether there is any connected relationship with the Company or its controlling shareholders and de facto controllers;

- (III) disclosure of the number of shares held in the Company;
- (IV) whether they have been penalized by the CSRC and other relevant departments or reprimanded by the stock exchange;
- (V) other contents required by the CSRC or the stock exchange where the Company's shares are listed.

Other than the directors elected through the cumulative voting system, each candidate for director shall be proposed as a separate proposal.

Article 15 The notice of the shareholders' meeting shall clearly state the time and place of the meeting, and determine the shareholding registration date. The interval between the shareholding registration date and the date of the meeting shall not be more than seven working days. Once the shareholding registration date is determined, it shall not be changed.

Article 16 After the notice of the shareholders' meeting is issued, the shareholders' meeting shall not be postponed or cancelled and the proposals listed in the notice of the shareholders' meeting shall not be cancelled without justified reasons. In the event of postponement or cancellation, the convener shall inform the shareholders and specify the reasons at least two working days before the original scheduled date of the meeting. Where the Company postpones the convening of the shareholders' meeting, the shareholding registration date as stated in the notice shall not be changed. If the securities regulatory rules of the place where the Company's shares are listed have special provisions on the procedures for postponing or cancelling the shareholders' meeting, such provisions shall prevail, provided that they do not violate the domestic regulatory requirements.

CHAPTER 5 CONTENTS AND MOTIONS OF SHAREHOLDERS' MEETINGS

Article 17 When the Company convenes a shareholders' meeting, the Board and shareholders who individually or collectively hold more than 1% of the shares of the Company shall have the right to put forward proposals to the Company. The Company shall include in the agenda of the meeting any matters in the proposals that fall within the scope of functions and powers of the shareholders' meeting.

Article 18 The contents of the proposals shall fall within the terms of reference of the shareholders' meeting, have clear subjects and specific matters to be resolved, and comply with the relevant provisions of laws, administrative regulations and the Articles of Association.

Article 19 Shareholders who individually or collectively hold more than 1% of the Company's shares may submit provisional proposals in writing to the convener 10 days before the shareholders' meeting. The convener shall issue a supplementary notice of the shareholders' meeting within two days after receiving the proposal and announce the content of the provisional proposal. Save as stipulated in the preceding paragraph, the convener shall not amend the proposals already listed in the notice of the general meeting or add new proposals after issuing the notice of the general meeting. The general meeting shall not vote on or adopt resolutions on proposals that are not listed in the notice of the general meeting or do not comply with the provisions of Article 18 of these rules. If the general meeting is required to be postponed due to the publication of a supplementary notice of the general meeting in accordance with the securities regulatory rules of the place where the Company's shares are listed, the general meeting shall be postponed in accordance with the provisions of the securities regulatory rules of the place where the Company's shares are listed.

The list of candidates for directors shall be submitted to the shareholders' meeting for consideration by the Board by way of proposal. Where the list of candidates for directors is proposed by way of a shareholder's provisional proposal in accordance with the Articles of Association, the relevant documents, including qualification review and resume, shall be submitted to the Nomination Committee of the Board for approval and screening 10 working days prior to the shareholders' meeting.

The nomination methods and procedures for directors are as follows:

- (I) The candidates for the first Board shall be nominated by the promoters of the Company and elected at the inaugural meeting of the Company; for re-election of the Board, the list of candidates for the next Board shall be proposed by the Nomination Committee of the preceding Board and submitted to the shareholders' meeting for consideration by way of proposal.
- (II) Shareholders who individually or collectively hold more than 3% of the total voting shares of the Company in issue shall have the right, in accordance with the Company Law and the Articles of Association, to propose new candidates for directors.
- (III) Directors representing employees and their replacements shall be elected by the employee representative meeting of the Company or by other forms of democratic election, and shall directly join the Board.

When nominating directors by the Board, the opinions of shareholders shall be solicited as far as possible.

Article 20 The nomination procedures for independent non-executive director candidates are as follows: the Board or shareholders who individually or collectively hold more than 3% of the Company's issued shares may propose candidates for independent non-executive directors. The nominator of an independent non-executive director shall obtain the consent of the nominee prior to nomination. The nominator shall have a full understanding of the nominee's profession, educational background, professional title, detailed work experience, and all concurrent positions, and shall express an opinion on the nominee's qualifications and independence to serve as an independent non-executive director. The nominee shall make a public statement that there is no relationship between himself/herself and the Company that would affect his/her independent and objective judgment.

Prior to the convening of the shareholders' meeting at which independent non-executive directors are to be elected, the board of directors shall publish the above information in accordance with the relevant requirements.

Article 21 The Board shall provide each attending shareholder (or shareholder's proxy), director, and other senior management personnel with documents including the agenda, proposals, and ballot papers for the shareholders' meeting, to ensure that participants are able to understand the matters to be considered and make accurate judgments. Where a shareholder who has proposed to convene and preside over the shareholders' meeting does so, such shareholder shall provide the documents in accordance with the above requirements.

CHAPTER 6 QUALIFICATION ASSESSMENT AND REGISTRATION OF SHAREHOLDERS ATTENDING THE SHAREHOLDERS' MEETING

Article 22 Shareholders may attend the shareholders' meeting in person or appoint a proxy to attend and vote on their behalf, both of which shall have the same legal effect. Shareholders shall authorize proxies in writing (except for the Recognized Clearing House as defined under the relevant ordinances or securities regulatory rules of the place where the Company's shares are listed in force in Hong Kong from time to time, or its nominee (the "Recognized Clearing House")), which shall be signed by the appointer or by an agent authorized by the appointer in writing; if the appointer is a legal person, the corporate seal shall be affixed or signed by its duly appointed agent.

If the shareholder is a Recognized Clearing House, the Recognized Clearing House may authorize one or more persons it deems fit to act as its representative at any shareholders' meeting of shareholders or any meeting of creditors; however, if more than one person is so authorized, the power of attorney shall specify the number and class of shares in respect of which each such person is so authorized. A person so authorized may act on behalf of the Recognized Clearing House as if such person is an individual shareholder of the Company.

Article 23 Shareholders who wish to attend the shareholders' meeting shall register on the date and at the place required in the notice of the meeting:

- (I) Where the legal representative attends the shareholders' meeting on behalf of a corporate shareholder, he/she shall present his/her identity card and the certificate of legal representative;
- (II) Where an agent other than the legal representative attends the shareholders' meeting on behalf of a corporate shareholder, he/she shall present his/her identity card and a written power of attorney affixed with the corporate seal or signed by the legal representative;
- (III) Where an individual shareholder attends the shareholders' meeting in person, he/she shall present his/her identity card or other valid certificate or proof that can prove his/her identity, and proof of shareholding;
- (IV) Where a proxy attends the shareholders' meeting on behalf of an individual shareholder, the proxy shall present the identity card of the principal, a power of attorney personally signed by the principal, and the proxy's own identity card;
- (V) Persons attending the meeting shall present the aforementioned power of attorney and their original identity card at the registration desk of the meeting, and shall submit the originals or copies of the aforementioned documents to the registration desk; shareholders in other locations may register by mail or fax, and the mail or fax shall include the above-mentioned documents.

Article 24 A power of attorney issued by a shareholder authorizing another person to attend the shareholders' meeting shall specify the following:

- (I) the name of the proxy;
- (II) whether the proxy has voting rights;
- (III) instructions for voting for, against, or abstaining on each matter included in the agenda of the shareholders' meeting;
- (IV) the date of issuance and the period of validity of the power of attorney;
- (V) the signature (or seal) of the principal. Where the principal is a corporate shareholder, the corporate seal shall be affixed. The power of attorney shall specify whether the proxy may vote at his/her own discretion if the shareholder gives no specific instructions. If no specific instructions are given in the power of attorney, the proxy shall be deemed to have the right to vote at his/her own discretion.

Where the power of attorney for proxy voting is signed by another person authorized by the principal, the authorization letter or other authorization document for such signature shall be notarized. The notarized authorization letter or other authorization document, together with the proxy voting power of attorney, shall be kept at the domicile of the Company or at another place specified in the notice convening the meeting.

Where the principal is a legal person, its legal representative or a person authorized by a resolution of the Board or other decision-making body shall attend the general meeting of the Company as its representative.

Article 25 Where any of the following circumstances apply to the supporting documents submitted by persons attending the meeting, their qualification to attend the meeting shall be deemed invalid:

- (I) the identity card of the principal or the person attending the meeting is forged, expired, altered, or the number of digits in the identity card number is incorrect, or otherwise does not comply with the provisions of the Law on Resident Identity Cards;
- (II) the identity documents submitted by the principal or the person attending the meeting are illegible;
- (III) where the same shareholder appoints multiple persons to attend the meeting, and the signature samples on the powers of attorney are clearly inconsistent;
- (IV) where the signature sample on the power of attorney submitted by fax registration is clearly inconsistent with the signature sample on the power of attorney submitted at the meeting;
- (V) the power of attorney is not signed or sealed by the principal;
- (VI) the supporting documents submitted by the principal or the person attending the meeting on his/her behalf are otherwise in obvious violation of laws, regulations, or the Articles of Association.

Article 26 Where the principal's authorization is unclear or the supporting documents submitted by the proxy to prove the principal's legal identity or the proxy relationship do not comply with laws, regulations, or the Articles of Association, resulting in the invalidation of the qualification of the principal or the proxy to attend the meeting, the principal or the proxy shall bear the corresponding legal consequences.

Article 27 The convener and the legal counsel engaged by the Company will verify the legality of the shareholders' qualifications based on the register of shareholders provided by the securities registration and clearing institution, and shall register the name of the shareholder and the number of voting shares held by it. The registration for the meeting shall be terminated before the president of the meeting announces the number of shareholders and proxies attending the meeting in person and the total number of voting shares they hold.

CHAPTER 7 CONVENING OF SHAREHOLDERS' MEETINGS

Article 28 The shareholders' meeting of the Company shall be held at the domicile of the Company or at another place specified in the notice of the meeting. The shareholders' meeting shall set up a venue and be held in the form of an on-site meeting. The Company shall also provide online voting methods to facilitate shareholders' participation in the shareholders' meeting. Shareholders who participate in the shareholders' meeting by the above means shall be deemed to be present. The Company shall specify in the notice of the shareholders' meeting the time and procedures for voting online or by other means.

Article 29 The Board and other conveners shall take necessary measures to ensure the normal order of the shareholders' meeting. Measures shall be taken to stop acts that interfere with the shareholders' meeting, provoke troubles and infringe the legitimate rights and interests of shareholders, and report to relevant authorities for investigation and penalty in a timely manner.

Article 30 The Company shall convene shareholders' meeting in strict accordance with the relevant provisions of the laws, administrative regulations, these Rules and the Articles of Association, and ensure that the shareholders can exercise their rights in accordance with the law. The Board of the Company shall earnestly perform its duties and organize general meetings seriously and timely. All directors of the Company shall exercise their due diligence duties to ensure that the shareholders' meeting is convened normally and exercises its functions and powers in accordance with the law.

Article 31 When the Company convenes a shareholders' meeting, all directors and the secretary to the board of directors shall attend the meeting, and the general manager and other senior management personnel shall attend the meeting as non-voting participants. Where permitted by the securities regulatory rules of the place where the Company's shares are listed, the above-mentioned persons may attend or be present at the meeting by means of the internet, video, telephone, or other means with equivalent effect.

CHAPTER 8 ATTENDANCE OF SHAREHOLDERS' MEETINGS

Article 32 The attendance register for the meeting shall be prepared by the Company. The register shall set out the names (or entity names) of the persons attending the meeting, their identity card numbers, residential addresses, the number of voting shares held or represented by them, and the names (or entity names) of the principals they represent.

Article 33 Registered shareholders shall present their identity cards or other valid certificates or proofs that can prove their identities and sign the attendance register. Shareholders who have not registered shall submit the documents specified in Chapter VI of these Rules, and, upon verification that they meet the conditions specified in the meeting notice, may sign the attendance register and attend the shareholders' meeting.

CHAPTER 9 PROCEEDINGS AND VOTING PROCEDURES OF THE SHAREHOLDERS' MEETING

Article 34 The shareholders' meeting shall be presided over by the chairman of the Board. If the chairman is unable to or fails to perform his/her duties, a director jointly elected by more than half of the directors shall preside over the meeting. If the directors do not elect a presider, a shareholder attending the meeting shall be jointly elected by the attending shareholders to preside over the meeting; if, for any reason, it is not possible to elect a shareholder to preside over the meeting, the shareholder (or proxy) attending the meeting who holds the largest number of voting shares shall preside.

Article 35 A shareholders' meeting convened by the Audit Committee shall be presided over by the chairman of the Audit Committee. If the chairman of the Audit Committee is unable to or fails to perform his/her duties, a member of the Audit Committee jointly elected by more than half of the members of the Audit Committee shall preside over the meeting. If the members of the Audit Committee do not elect a presider, a shareholder attending the meeting shall be jointly elected by the attending shareholders to preside over the meeting; if, for any reason, it is not possible to elect a shareholder to preside over the meeting, the shareholder (or proxy) attending the meeting who holds the largest number of voting shares shall preside.

Article 36 Where the shareholders' meeting is convened by the shareholders on their own, the convener or a representative nominated by him/her shall preside over the meeting.

Article 37 Where the presider of the shareholders' meeting violates the rules of procedure and as a result, the shareholders' meeting is unable to continue, subject to the consent of shareholders present at the meeting holding more than half of the voting rights, a person may be nominated at the shareholders' meeting to act as the presider and the meeting may continue.

Article 38 For an extraordinary general meeting convened by shareholders on their own initiative, the board of directors and the secretary to the Board shall conscientiously perform their duties. The Board shall ensure the proper order of the meeting, and the reasonable expenses of the meeting shall be borne by the Company.

Article 39 Unless a major emergency occurs, the presider of the meeting shall declare the opening of the meeting at the scheduled time.

Article 40 The presider of the meeting shall announce the number of shareholders and proxies attending the meeting in person and the total number of voting shares they hold before the vote, which shall be based on the information registered at the meeting.

Article 41 At the annual general meeting, the Board shall report to the shareholders' meeting its work done in the past year, and each independent non-executive director shall also present a work report.

Article 42 Shareholders may raise inquiries and make suggestions regarding the content of the proposals, and the directors or senior management present at the meeting shall provide explanations and clarification in relation to inquiries from shareholders at the shareholders' meeting. Where any of the following circumstances applies, the presider may refuse to answer the inquiry, but shall explain the reason to the inquirer:

- (I) the inquiry is unrelated to the agenda items;
- (II) the matter inquired about requires further investigation;
- (III) the inquiry involves the Company's trade secrets and cannot be disclosed at the shareholders' meeting;
- (IV) answering the inquiry would significantly harm the common interests of shareholders;
- (V) other important reasons.

Article 43 When the shareholders' meeting considers matters relating to connected transactions, shareholders (including proxies) who have a connected relationship with such transactions may attend the shareholders' meeting but shall not participate in the voting on such connected transaction matters, and the number of voting shares represented by them shall not be counted in the total number of valid votes. Such connected transaction matters shall be voted on by the non-connected shareholders attending the meeting, and shall be approved if more than half of the valid votes are cast in favor; if the matter falls within the scope of a special resolution, it shall be approved by not less than two-thirds of the valid votes held by the shareholders (including proxies) attending the shareholders' meeting.

Where any shareholder is required to abstain from voting on any particular resolution or is restricted to voting only for (or only against) any resolution in accordance with applicable laws and regulations and the SEHK Listing Rules, any vote cast by a shareholder (or his proxy) in contravention of such requirement or restriction shall not be counted towards the total number of shares with voting rights.

Article 44 The procedures for abstention and voting by connected shareholders are as follows:

- (I) Where a matter to be considered at the shareholders' meeting is connected to a shareholder, such shareholder shall disclose his/her connected relationship to the Board of the Company prior to the convening of the shareholders' meeting;
- (II) When the shareholders' meeting considers matters relating to connected transactions, the presider of the meeting shall announce the connected shareholders and explain and clarify the relationship between the connected shareholders and the connected transaction matters;
- (III) The presider of the meeting shall announce the abstention of the connected shareholders, and the connected transaction matters shall be voted on by the non-connected shareholders.

Article 45 Where a connected shareholder fails to abstain as required and, as a result, the shareholders' meeting passes a resolution on a connected transaction which causes losses to the Company, other shareholders of the Company, or bona fide third parties, such connected shareholder shall bear the corresponding civil liability.

Article 46 When the shareholders' meeting considers material matters affecting the interests of small and medium-sized investors, the votes of small and medium-sized investors shall be counted separately. The separate voting results shall be disclosed publicly in a timely manner.

Article 47 The Company's own shares held by the Company do not carry voting rights, and such shares shall not be counted in the total number of voting shares represented by shareholders attending the shareholders' meeting.

If a shareholder's purchase of shares with voting rights of the Company violates the provisions of Article 63(1) and (2) of the Securities Law, the voting rights of such shares in excess of the prescribed proportion shall not be exercised and shall not be counted towards the total number of voting shares represented by shareholders attending the general meeting within 36 months after the purchase.

The Board of the Company, independent non-executive directors, shareholders holding more than 1% of the shares with voting rights or investor protection agencies established in accordance with laws, administrative regulations or the regulations of the CSRC may publicly solicit shareholders' voting rights. The solicitation of shareholders' voting rights shall provide full disclosure of information such as specific voting intentions to the shareholders from whom voting rights are being solicited. The solicitation of shareholders' voting rights by way of compensation or disguised compensation is prohibited. Except for statutory conditions, the Company shall not impose minimum shareholding restrictions on the solicitation of voting rights.

Article 48 Unless the shareholders' meeting is adjourned or no resolution is passed due to special reasons such as force majeure, the shareholders' meeting will not set aside or refrain from voting on the proposals. Where there are different proposals on the same matter at the shareholders' meeting, they shall be voted on in the order in which the proposals were submitted.

Article 49 When the shareholders' meeting considers proposals for the election of directors, each candidate for director shall be voted on individually. Where a proposal for the re-election of directors is passed, the newly elected directors shall assume office from the date of the relevant resolution of the shareholders' meeting.

Article 50 In any of the following circumstances, the cumulative voting system shall be adopted by the shareholders' meeting in the election of directors:

- (I) The Company elects two or more independent non-executive directors;
- (II) During any period in which a single shareholder and its parties acting in concert hold 30% or more of the shares in which they are interested, the Company elects two or more directors.

Where directors are elected by the shareholders' meeting by means of cumulative voting, the voting for independent non-executive directors and non-independent directors shall be conducted separately, and the directors to be elected shall be determined in order of the number of votes received, from highest to lowest, according to the number of directors to be elected. Where directors are not elected by means of cumulative voting, each candidate for director shall be proposed as a separate proposal.

The cumulative voting system referred to in the preceding paragraph means that, when the shareholders' meeting elects directors, each share shall have a number of voting rights equal to the number of directors to be elected, and the voting rights held by a shareholder may be cast cumulatively. The Board shall inform shareholders of the resumes and basic information of the candidates for directors.

Article 51 When a proposal is considered at a shareholders' meeting, no amendments shall be made thereto, otherwise, the relevant amendments thereto shall be regarded as a new proposal and cannot be voted at that shareholders' meeting.

Article 52 The same voting right may only be exercised once at a shareholders' meeting, either by on-site voting, online voting or other voting methods. In the event of repeated voting with the same voting right, the result of the first voting shall prevail.

Article 53 Before voting on a proposal at the shareholders' meeting, two shareholder representatives shall be nominated to count and scrutinize the votes. Where the matters to be considered are related to shareholders, the relevant shareholders and their proxies are not allowed to participate in the counting or scrutinizing votes. When voting on a proposal at a shareholders' meeting, lawyers and shareholder representatives shall be jointly responsible for counting and scrutinizing the votes. Shareholders of the Company or their proxies who vote through online or other means have the right to check their voting results through the corresponding voting system.

Article 54 Shareholders attending the shareholders' meeting shall express one of the following opinions on the proposals put forward for voting: for, against or abstain. Except where the securities registration and clearing institution, as the nominal holder of the shares under the Stock Connect mechanism between the mainland and Hong Kong stock markets, makes the declaration according to the intention of the actual holders.

Unfilled, incorrectly filled, illegible or uncast votes will be regarded as the voters having given up their voting rights and the voting results of the shares held by them shall be counted as "abstention".

Article 55 In accordance with the provisions of these Rules regarding meeting discipline, the shares held by shareholders who are ordered to leave by the presider before the vote or who fail to complete the ballot due to leaving the meeting midway or for other reasons shall not be counted in the total number of shares with valid voting rights present at the meeting.

Article 56 The on-site shareholders' meeting shall not be concluded earlier than the online meeting or meeting held by other means. The presider of the meeting shall announce the voting results of each proposal at the meeting venue, and whether a proposal is passed according to the voting results. Before the official announcement of the voting results, the Company, the persons responsible for counting and scrutinizing the votes, substantial shareholders, online services provider and other relevant parties involved in the on-site meeting, online meeting or that held by other means shall be under an obligation to keep the voting results strictly confidential.

CHAPTER 10 RESOLUTIONS OF THE SHAREHOLDERS' MEETING

Article 57 The shareholders' meeting shall form resolutions on matters that have been passed by vote. Resolutions are classified as ordinary resolutions and special resolutions.

An ordinary resolution of the shareholders' meeting shall be passed by more than half of the voting rights held by the shareholders (including proxies) attending the shareholders' meeting; a special resolution of the shareholders' meeting shall be passed by not less than two-thirds of the voting rights held by the shareholders (including proxies) attending the shareholders' meeting.

Article 58 The following matters shall be approved by ordinary resolutions at a shareholders' meeting:

- (I) work reports of the Board;
- (II) profit distribution plans and loss recovery plans formulated by the Board;
- (III) appointment and dismissal of the members of the Board, their remunerations and the method of payment thereof;
- (IV) matters other than those prescribed by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association that shall be approved by special resolutions.

Article 59 The following matters shall be approved by special resolutions at the shareholders' meeting:

- (I) increase or reduction of the registered capital of the Company;
- (II) division, spin-off, merger, dissolution and liquidation of the Company;
- (III) amendments to the Articles of Association;
- (IV) purchase or sale of material assets or provision of guarantees to others by the Company in excess of 30% of the Company's latest audited total assets within a period of 1 year;
- (V) share incentive schemes;
- (VI) Amendments to the dividend policy of the Company;
- (VII) other matters prescribed by laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed or the Articles of Association, and those matters determined by ordinary resolutions at a shareholders' meeting to have a material impact on the Company and required to be approved by special resolutions.

Article 60 The content of each resolution of the shareholders' meeting shall comply with the law and the Articles of Association. The directors attending the meeting shall faithfully perform their duties and ensure that the content of the resolutions is true, accurate, and complete, and shall not use expressions that are likely to cause ambiguity.

Article 61 The presider of the meeting shall determine whether the resolution of the shareholders' meeting has been passed based on the voting results, and shall announce the voting results at the meeting. The voting results shall be recorded in the minutes of the meeting.

Article 62 If the presider of the meeting has any doubt about the voting results of a resolution submitted for voting, he/she may count the votes; if the presider does not count the votes, any shareholder or proxy attending the meeting who has an objection to the result announced by the presider shall have the right to request a count of the votes immediately after the announcement of the voting results, and the presider shall count the votes immediately.

Article 63 The convener shall ensure that the shareholders' meeting is conducted continuously until final resolutions are made. In the event that the shareholders' meeting is adjourned or resolutions failed to be reached due to an event of force majeure or other special reasons, necessary measures shall be taken to resume the meeting as soon as possible or terminate that meeting, and an announcement shall be timely made accordingly. At the same time, the convener shall report to the CSRC branch at the location of the Company and the stock exchange.

Article 64 The resolutions passed at the shareholders' meeting shall be announced in a timely manner, and the announcement shall specify the number of shareholders and proxies attending the meeting, the total number of shares with voting rights held by them and the proportion to the total number of shares with voting rights in the Company, the voting method, the voting result of each proposal and the details of the respective resolutions passed. If the proposal is not passed, or the shareholders' meeting alters a resolution passed at the previous shareholders' meeting, a special note shall be made in the announcement of the resolutions of the shareholders' meeting.

CHAPTER 11 MINUTES OF THE SHAREHOLDERS' MEETING

Article 65 The shareholder's meeting shall keep minutes, which shall be recorded by the secretary to the Board and include the following information:

- (I) time, venue and agenda of the meeting and name of the convener;
- (II) the name of the presider of the meeting and the names of the directors and senior management members present at the meeting;
- (III) the number of shareholders and proxies attending the meeting, the total number of voting shares held by them, and its proportion in the total number of shares of the Company;
- (IV) the consideration process, summaries of speeches and voting result for each proposal;

- (V) the shareholders' questions, opinions or recommendations and the corresponding answers or explanations;
- (VI) names of the lawyer, vote counters and scrutinizer;
- (VII) other contents to be recorded in the minutes as specified in the Articles of Association.

Directors, the secretary to the Board, the convener or its representative, and the presider of the meeting attending or present at the meeting shall sign on the minutes and ensure that the contents of the minutes are true, accurate and complete. The minutes of the meeting shall be kept together with the attendance record of the attending shareholders, letters of authorization of proxies, valid information of voting by other means, for a period of not less than 10 years.

CHAPTER 12 IMPLEMENTATION OF RESOLUTIONS OF THE SHAREHOLDERS' MEETING

Article 66 A resolution of the shareholders' meeting of the Company shall be invalid if its content violates laws and administrative regulations.

If the convening procedures or voting methods of the shareholders' meeting violate laws, administrative regulations or the Articles of Association, or if the content of the resolution violates the Articles of Association, shareholders may request the People's Court to revoke the resolution within 60 days from the date on which the resolution is adopted.

Article 67 Resolutions adopted by the shareholders' meeting shall be implemented by the board of directors, and, in accordance with the content of the resolutions, shall be assigned to the general manager of the Company to organize the relevant personnel for specific implementation; matters required by the resolutions of the shareholders' meeting to be handled by the Audit Committee shall be organized and implemented directly by the Audit Committee.

Article 68 Where the shareholders' meeting passes a proposal for the election of directors, the newly elected directors shall assume office from the date of the relevant resolution of the shareholders' meeting.

If the proposal in relation to the payment of cash dividends, the issue of bonus shares or capitalization of capital reserves is passed at the shareholders' meeting, the Company shall implement the specific plan within 2 months after the conclusion of the shareholders' meeting. If, due to the requirements of laws, regulations, or the securities regulatory rules of the place where the Company's shares are listed, the specific plan cannot be implemented within two months, the implementation date of the specific plan may be adjusted accordingly in accordance with such requirements and the actual circumstances.

Article 69 The chairman of the Board shall supervise and inspect the implementation of resolutions of the shareholders' meeting, except for those matters to be implemented by the Audit Committee. Where necessary, the chairman may convene an interim meeting of the Board to hear and review reports on the implementation of resolutions of the shareholders' meeting.

CHAPTER 13 SUPPLEMENTARY PROVISIONS

Article 70 In case of any conflict between these Rules and the Company Law, the Securities Law, the Trial Administrative Measures, the Guidelines for the Articles of Association of Listed Companies, the SEHK Listing Rules and other laws, regulations and the Articles of Association, the provisions of the aforesaid laws, regulations and the Articles of Association shall prevail.

Article 71 For the purpose of these Rules, references to “or more” and “within” shall include the actual figures; references to “over”, “lower than” and “more than” shall exclude the actual figures.

Article 72 The announcement, notice or supplementary notice of the shareholders' meeting referred to in these Rules refer to the release of information on the website of the stock exchange and on media meeting the conditions specified by the CSRC with respect to the holders of ordinary shares denominated in RMB; for the holders of overseas listed foreign shares (“H Shares”), the announcement must be published on the Company's website, the website of The Stock Exchange of Hong Kong Limited and other websites stipulated by the SEHK Listing Rules from time to time in accordance with the relevant requirements of the SEHK Listing Rules.

Regarding the method in which the Company sends and/or provides corporate communications to Holders of H Shares in accordance with the listing rules of the place where the Company's shares are listed, the Company may also send or provide corporate communications to the Company's Holders of H Shares by electronic means or by publishing information on the Company's website or the website of the stock exchange of the place where the Company's shares are listed, in lieu of delivering corporate communications to Holders of H Shares by hand or by pre-paid post, under the premise that it complies with the relevant listing rules of the place where the Company's shares are listed.

Article 73 The Company shall amend these Rules under any of the following circumstances:

- (I) Where, after the Company Law or relevant laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association are amended, any matter provided for in these Rules conflicts with the amended laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association;

(II) Where the shareholders' meeting resolves to amend these Rules.

Article 74 These rules, as an appendix to the Articles of Association, are formulated by the Board and shall take effect from the date of consideration and approval by the shareholders' meeting of the Company, and the same shall apply to any amendments. Upon the effectiveness of these rules, the Company's original Rules of Procedure for the Shareholders' Meeting shall automatically become null and void.

Article 75 The power of interpretation of these Rules belongs to the Board.

Guangdong Tianyu Semiconductor Co., Ltd.
Board of Directors
19 May 2026