

Guangdong Tianyu Semiconductor Co., Ltd.
Rules of Procedure of the Board of Directors
(Amended in May 2026)

CHAPTER 1 GENERAL PROVISIONS

Article 1 Pursuant to the Company Law of the PRC (the “Company Law”), the Securities Law of the People’s Republic of China (the “Securities Law”), the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (the “Trial Administrative Measures”), the Guidelines for the Articles of Association of Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Articles of Association of Guangdong Tianyu Semiconductor Co., Ltd. (the “Articles of Association”), and other relevant laws and regulations, and in consideration of the actual conditions of Guangdong Tianyu Semiconductor Co., Ltd. (the “Company”), the Company formulated these rules to further standardise the meeting procedures and decision-making processes of the board of directors (the “Board”), enabling the directors and the Board to effectively perform their duties, and enhancing the standard of standardised operations and scientific decision-making of the Board.

The Board is the execution body exercising the powers of operation, management and decision-making, which shall be accountable to the shareholders’ meeting and report on its work thereto. These rules are binding upon all directors of the Company, the secretary to the Board, and other relevant personnel attending Board meetings as observers.

CHAPTER 2 COMPOSITION AND FUNCTIONS AND POWERS OF THE BOARD

Article 2 The Board shall consist of six directors, including three independent directors, and shall have one chairman and one employee representative director.

Article 3 The directors of the Company may include executive directors, non-executive directors and independent non-executive directors. Non-executive directors refer to directors who do not hold any management position in the Company. Independent non-executive directors refer to persons who meet the relevant requirements set out in the Articles of Association. Directors shall possess the qualifications for office as required by laws, administrative regulations and rules. The directors of the Company shall be natural persons. A person who falls under any of the following circumstances may not serve as a director of the Company:

- (I) a person who has no civil capacity or has limited civil capacity;
- (II) a person who has been subject to criminal penalties due to corruption, bribery, embezzlement or misappropriation of property or sabotaging the socialist market economic order, and less than five years have passed since the expiration of the sentence; or has been deprived of political rights due to a crime, and less than five years have passed since the expiration of the sentence;

- (III) a person who served as a director, factory chief, or president of a company or enterprise which was declared bankrupt and liquidated, and was held personally liable for the bankruptcy, and is within three years of the date of completion of the bankruptcy or liquidation of such company or enterprise;
- (IV) a person who has served as the legal representative of a company or enterprise whose business license was revoked or which was ordered to close down due to any violation of law, and was held personally liable for the revocation, and is within three years of the date on which the business license of such company or enterprise was revoked;
- (V) a person who has defaulted on a personal debt in a significant amount;
- (VI) a person who has been banned from entering the securities market by the China Securities Regulatory Commission from serving as a director or senior management of a listed company, and the ban has not expired;
- (VII) a person who has been publicly identified by The Stock Exchange of Hong Kong Limited (collectively referred to as the “Stock Exchange”) as not suitable to act as a director or senior management of a listed company, and the period has not expired;
- (VIII) a person who is banned from doing so as prescribed by laws, administrative regulations, relevant securities regulatory rules of the place where the Company’s shares are listed or departmental rules.

If a director, during their term of office, falls under any of the circumstances listed in items (I) to (VI) of the first paragraph, or if an independent non-executive director no longer meets the independence requirements, the relevant director shall immediately cease performing their duties and shall be removed from office in accordance with applicable regulations. If a director, during their term of office, falls under the circumstances listed in items (VII) to (VIII) of the first paragraph, the Company shall remove them from office within 30 days from the date the fact occurs, unless otherwise stipulated by the stock exchange.

If a director who should have been removed remains in office and participates in meetings of the Board, its special committees, or meetings of independent non-executive directors and casts votes, such votes shall be deemed invalid.

Article 4 The Board shall have an office of the Board to handle the daily affairs of the Board. The secretary to the Board shall concurrently serve as the person-in-charge of the office of the Board and shall keep the seals of the Board and the office of the Board.

Article 5 The Board shall establish the audit committee, remuneration committee, nomination committee, strategy and ESG committee, and shall formulate and disclose the rules of procedure for the special committees. The special committees shall be responsible to the Board, perform their duties in accordance with the Articles of Association and the authorization of the Board, and their proposals shall be submitted to the Board for consideration and determination. Members of the special committees shall be composed of no less than 3 directors. Among them, members of the audit committee shall be directors who do not hold senior management positions in the Company, and the audit committee shall include at least one independent non-executive director who is an accounting professional.

Article 6 The Board exercises the following functions and powers:

- (I) to convene shareholders' meetings and report its work to the shareholders' meetings;
- (II) to implement resolutions of the shareholders' meetings;
- (III) to decide on the Company's business plans and investment plans;
- (IV) to formulate the Company's annual financial budgets and final accounts;
- (V) to formulate the Company's profit distribution proposals and loss recovery proposals;
- (VI) to formulate proposals for the increase or reduction of the Company's registered capital, the issue of bonds or other securities and listing plans;
- (VII) to formulate plans for material acquisitions, purchase of shares of the Company under items (I) and (II) of Article 24 of the Articles of Association, or merger, division, dissolution and change of corporate form of the Company;
- (VIII) to decide, subject to the securities regulatory rules of the place where the Company's shares are listed, on the repurchase of the shares of the Company under the circumstances specified in (III), (V) and (VI) of Article 24 of the Articles of Association;
- (IX) to decide, within the scope of authority granted by the shareholders' meeting, on matters such as the Company's external investments, acquisition or disposal of assets, asset mortgage, external guarantees, entrusted wealth management, connected transactions, and external donations;
- (X) to decide on establishment of the Company's internal management organizations and branches;

- (XI) to decide on the appointment or dismissal of the Company's general manager, secretary to the Board and other senior management, and decide on their remuneration, rewards and punishments; the appointment or dismissal of the Company's deputy general manager, chief financial officer and other senior management based on the nomination of the general manager, and decide on their remuneration, rewards and punishments;
- (XII) to formulate and amend the basic management system of the Company;
- (XIII) to formulate proposals for any amendment to the Articles of Association;
- (XIV) to manage the information disclosure of the Company;
- (XV) to propose to the shareholders' meeting the appointment or replacement of an accounting firm that audits the Company;
- (XVI) to listen to the work report of the manager of the Company and inspect the work of the manager;
- (XVII) other functions and powers conferred by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association.

Article 7 The Board shall determine the scope of authority of external investments, acquisition and disposal of assets, asset mortgages, external guarantees, entrusted wealth management, related party transactions and external donations, and establish strict review and decision-making procedures; arrange relevant experts and professionals to review major investment projects and submit them to the shareholders' meeting for approval.

The Board has the power to consider and approve the following matters:

- (I) external guarantees other than those provided for in Article 42 of the Articles of Association;
- (II) unless otherwise provided in the securities regulatory rules of the place where the Company's shares are listed, the Company's proposed related party transaction with related natural persons with the transaction amount exceeding RMB300,000; however, related party transaction with the transaction amount exceeding RMB30 million and accounting for more than 5% of the absolute value of the Company's latest audited net assets shall also be submitted to the shareholders' meeting for consideration;

- (III) unless otherwise provided in the securities regulatory rules of the place where the Company's shares are listed, the Company's proposed related party transaction with related legal persons with the transaction amount exceeding RMB3 million and accounting for more than 0.5% of the absolute value of the Company's latest audited net assets; however, related party transaction with the transaction amount exceeding RMB30 million and accounting for more than 5% of the absolute value of the Company's latest audited net assets shall also be submitted to the shareholders' meeting for consideration;
- (IV) unless otherwise provided in the securities regulatory rules of the place where the Company's shares are listed, the following transactions shall be considered by the Board:
- (1) if the total assets involved in the transaction account for more than 10% of the Company's latest audited total assets; however, if the total assets involved in the transaction account for more than 50% of the Company's latest audited total assets or the Company's material assets purchased or sold within 1 year account for more than 30% of the Company's latest audited total assets, the transaction shall also be submitted to the shareholders' meeting for consideration; if the total assets involved in the transaction have both book value and appraised value, the higher one shall prevail;
 - (2) if the net assets involved in the subject matter of the transaction (e.g. equity) account for more than 10% of the listed company's latest audited net assets, and the absolute amount exceeds RMB10 million; however, if the net assets involved in the subject matter of the transaction (e.g. equity) account for more than 50% of the listed company's latest audited net assets, and the absolute amount exceeds RMB50 million, the transaction shall also be submitted to the shareholders' meeting for consideration; if the net assets involved in the transaction have both book value and appraised value, the higher one shall prevail;
 - (3) if the relevant operating income of the subject matter of the transaction (e.g. equity) in the latest accounting year accounts for more than 10% of the audited operating income of the Company in the latest accounting year, and the absolute amount exceeds RMB10 million; however, if the relevant operating income of the subject matter of the transaction (e.g. equity) in the latest accounting year accounts for more than 50% of the audited operating income of the Company in the latest accounting year, and the absolute amount exceeds RMB50 million, the transaction shall also be submitted to the shareholders' meeting for consideration;

- (4) if the relevant net profit of the subject matter of the transaction (e.g. equity) in the latest accounting year accounts for more than 10% of the audited net profit of the Company in the latest accounting year, and the absolute amount exceeds RMB1 million; however, if the relevant net profit of the subject matter of the transaction (e.g. equity) in the latest accounting year accounts for more than 50% of the audited net profit of the Company in the latest accounting year, and the absolute amount exceeds RMB5 million, the transaction shall also be submitted to the shareholders' meeting for consideration;
- (5) if the transaction amount (including assumed debts and expenses) of the transaction accounts for more than 10% of the Company's latest audited net assets, and the absolute amount exceeds RMB10 million; however, if the transaction amount (including assumed debts and expenses) of the transaction accounts for more than 50% of the Company's latest audited net assets, and the absolute amount exceeds RMB50 million, the transaction shall also be submitted to the shareholders' meeting for consideration;
- (6) if the profits arising from the transaction account for more than 10% of the audited net profit of the Company in the latest accounting year, and the absolute amount exceeds RMB1 million; however, if the profits arising from the transaction account for more than 50% of the audited net profit of the Company in the latest accounting year, and the absolute amount exceeds RMB5 million, the transaction shall also be submitted to the shareholders' meeting for consideration.

Unless otherwise provided in the securities regulatory rules of the place where the Company's shares are listed, if a number involved in the above indicators is negative, its absolute value shall be taken for the purpose of calculation.

For the purpose of this item, transactions include, but are not limited to, the purchase or sale of assets; external investment (including entrusted wealth management, investment in subsidiaries, etc.); provision of financial assistance (including entrusted loan, etc.); provision of guarantees; rent or lease assets; entrusted or commissioned management of assets and business; donating or receiving assets as a gift; creditor's rights or debt restructuring; transferring or acquiring research and development projects; signing license agreements; waiver of rights (including waiver of pre-emptive right and pre-emptive right to subscribe capital contribution, etc.); other transactions recognized by the stock exchanges.

- (V) other external investment, acquisition and disposal of assets, securities investment, entrusted wealth management, asset mortgage, external guarantee and related party transactions that are required to be approved by the Board or authorized by the shareholders' meeting to be considered by the Board in accordance with laws, administrative regulations, departmental rules, and securities regulatory rules of the place where the Company's shares are listed.

Article 8 The audit committee of the Board shall supervise the internal audit department to conduct a review on the following matters at least once every six months, issue a review report and submit it to the audit committee. If the review identifies any non-compliance with laws and regulations or operational irregularities of the listed company, it shall report to the stock exchanges in a timely manner:

- (I) the implementation of material matters of the Company, such as the use of proceeds, external guarantees, related party transactions, securities investment and derivatives, provision of financial assistance, purchase or sale of assets, and external investments;
- (II) the material fund transfers of the Company and the fund transfers between the Company and its directors, senior management, controlling shareholders, actual controllers and their respective associates.

Article 9 The Board shall have one chairman, who shall be a director of the Company and shall be elected and removed by more than half of all the directors.

Article 10 The chairman of the Board shall exercise the following functions and authorities:

- (I) to preside over the shareholders' meeting and convene and preside over the meetings of the Board;
- (II) to supervise and inspect the implementation of the resolutions of the Board;
- (III) to sign documents of the Board and other documents that are required to be signed by the legal representative of the Company;
- (IV) to exercise the functions and authorities of the legal representative;
- (V) in the event of an emergency caused by force majeure such as exceptionally severe natural disasters, to exercise special handling powers over the Company's affairs in compliance with laws and in the interests of the Company, and to report thereafter to the Company's directors and the shareholders' meeting;
- (VI) other functions and authorities conferred by the Board.

Article 11 If the chairman is unable to perform his duties or fails to perform his duties, more than half of the directors shall jointly elect one director to perform his duties.

CHAPTER 3 CONVENING AND HOLDING OF MEETINGS OF THE BOARD

Article 12 Meetings of the Board are classified into regular meetings and extraordinary meetings. The Board shall convene meetings at least 4 times each year, and the meetings shall be convened by the chairman of the Board. All directors shall be notified in writing of the regular meeting of the Board 14 days before the date of the meeting.

Article 13 The Board shall convene an extraordinary meeting under any of the following circumstances:

- (I) at the proposal of shareholder(s) representing 10% or more of the voting rights;
- (II) at the joint proposal of one-third or more of the directors;
- (III) when the chairman considers it necessary;
- (IV) at the proposal of the audit committee;
- (V) under other circumstances where the convening of an extraordinary meeting of the Board may be proposed as stipulated by laws and regulations.

Article 14 The chairman of the Board shall convene and preside over a Board meeting within 10 days from the receipt of such proposal.

The notice on convening any extraordinary meeting of the Board shall be delivered by telephone or in writing (including delivery by courier, post, facsimile and email). The notice shall be served to all directors 3 days before the date of the meeting. In case of urgency, with the unanimous consent of all directors, the extraordinary meeting of the Board may be convened without the above-mentioned time limit for notification, but such a record shall be recorded in the Board minutes and signed by all directors attending the meeting. The first meeting after the change of session of the Board may be convened on the date of the change of session, and the time of convening the meeting is not subject to the restrictions on the method and time of notice in the first paragraph.

Article 15 The notice of the Board meeting shall include the following:

- (I) date and venue of the meeting;
- (II) duration of the meeting;
- (III) reasons and agenda;

(IV) the date on which the notice is issued.

Article 16 After the written notice of a regular meeting of the Board has been issued, if it is necessary to change the time, venue or other matters of the meeting or to add, change or cancel any proposals for the meeting, a written notice of change shall be issued 3 days prior to the date of the originally scheduled meeting, explaining the circumstances and the relevant contents and materials of the new proposals. If the notice is issued less than 3 days in advance, the date of the meeting shall be postponed accordingly or the meeting shall be held as scheduled upon obtaining the approval of all attending directors.

After the notice of an extraordinary meeting of the Board has been issued, if it is necessary to change the time, venue or other matters of the meeting or to add, change or cancel any proposals for the meeting, prior approval from all attending directors shall be obtained and corresponding records shall be made.

Article 17 The Board shall notify all directors in advance in accordance with the prescribed time, and provide sufficient information, including relevant background materials on the meeting's agenda and information and data that will help directors understand the business progress of the Company. When two or more independent non-executive directors consider the information to be insufficient or the arguments to be unclear, they may jointly propose in writing to the Board to postpone the Board meeting or the deliberation of the matter, and the Board shall adopt such proposal.

Article 18 The Board meeting shall be convened and presided over by the chairman of the Board; if the chairman of the Board is unable or fails to perform his/her duties, a director shall be jointly elected by more than half of all directors to convene and preside over the meeting.

Article 19 The Board meeting may be held when more than half of all directors attend the meeting. The general manager and the secretary to the Board shall attend the meetings of the Board as observers if they are not directors. If the presider of the meeting deems it necessary, other relevant personnel may be notified to attend the meeting of the Board as observers.

Article 20 Directors shall in principle attend Board meetings in person. Where a director is unable to attend the meeting for any reason, he/she shall review the meeting materials in advance, form a clear opinion, and appoint another director in writing to attend on his/her behalf.

The power of attorney shall state the name of the agent, the matters to be handled, the scope of authorization and the validity period, and shall be signed or sealed by the principal. The directors attending the meetings on behalf of others shall exercise the rights of directors within the scope of authorization.

The power of attorney shall state:

If another director is appointed to sign the written confirmation opinion on the periodic report on his/her behalf, special authorization shall be given in the power of attorney. The appointed director shall submit the written power of attorney to the presider of the meeting and state the circumstances of attendance on behalf of another director in the meeting attendance register. A director who attends the meeting on behalf of another director shall exercise the rights of a director within the scope of the authorization. A director who does not attend a Board meeting in person or by proxy shall be deemed to have waived his/her voting rights at such meeting.

Article 21 Appointment for attending the Board meeting shall comply with the following principles:

- (I) When considering connected transactions, a non-connected director shall not appoint a connected director to attend on his/her behalf; nor shall a connected director accept the authorization from a non-connected director;
- (II) An independent non-executive director shall not appoint a non-independent director to attend on his/her behalf, nor shall a non-independent director accept an appointment from an independent non-executive director;
- (III) A director shall not give full proxy to another director to attend on his/her behalf without stating his/her personal opinion and voting intention on the proposal, and the relevant director shall not accept a full proxy or a proxy with unclear instructions;
- (IV) A director shall not accept appointment from more than two directors, nor shall a director appoint a director who has already accepted appointment from two other directors to attend on his/her behalf.

Board meetings shall, in principle, be held in person. Provided that the directors' right to fully express their views is safeguarded, an extraordinary meeting of the Board may also be held by means of communication (including but not limited to telephone, video, facsimile, etc.) with the consent of the convener (chairman) and the proposer. Board meetings may also be held concurrently by means of in-person attendance and other means.

If the meeting is not held in person, the number of directors attending the meeting shall be calculated based on the directors shown on video, the directors who express opinions in a teleconference, the valid votes actually received by facsimile or email within the prescribed time limit, or the written confirmation letter submitted by the directors afterwards confirming their attendance at the meeting.

CHAPTER 4 PROPOSALS FOR MEETINGS OF THE BOARD

Article 22 For proposals for regular meetings, prior to the issuance of the notice for convening a regular meeting of the Board, the Board office shall fully solicit opinions from all directors, and submit the preliminary meeting proposals to the chairman of the Board for preparation. Before preparing the proposals, the chairman of the Board shall, as he/she deems necessary, solicit opinions from the general manager and other senior management members.

Article 23 When proposing to convene an extraordinary meeting of the Board in accordance with Article 13, a written proposal signed (or sealed with a chop) by the proposer(s) shall be submitted to the chairman of the Board through the Board office or directly. The written proposal shall specify the following matters:

- (I) the name of the proposer(s);
- (II) the reasons for the proposal or the objective grounds on which the proposal is based;
- (III) the proposed time or time limit, venue and method for convening the meeting;
- (IV) a clear and specific proposal;
- (V) the contact information of the proposer(s) and the date of proposal, etc.

The content of the proposal shall be a matter falling within the scope of the powers and functions of the Board as stipulated in the Articles of Association, and materials relevant to the proposal shall be submitted together.

Upon receipt of the above-mentioned written proposal and relevant materials, the Board office shall forward the same to the chairman of the Board on the same day. If the chairman of the Board considers that the content of the proposal is not clear or specific or the relevant materials are insufficient, he/she may request the proposer(s) to amend or supplement it.

CHAPTER 5 RESOLUTIONS AND MINUTES OF THE BOARD

Article 24 A meeting of the Board shall be held only when more than half of the directors are present. A resolution of the Board must be passed by more than half of all directors. As for the voting on a Board resolution, each director shall have one vote only.

Article 25 The presider of the meeting shall request the directors attending the Board meeting to express their clear opinions on each proposal.

For proposals that require prior approval of independent non-executive directors pursuant to relevant regulations, the chairman of the meeting shall, before the discussion of such proposal, designate an independent non-executive director to read out the written approval opinion reached by the independent non-executive directors.

If a director obstructs the normal proceeding of the meeting or affects other directors from speaking, the presider of the meeting shall stop him/her in a timely manner.

Unless with the unanimous consent of all directors present at the meeting, the Board shall not vote on any proposal not included in the notice of the meeting. A director who is entrusted by another director to attend a Board meeting on his/her behalf shall not vote on any proposal not included in the notice of the meeting on behalf of such other director. A director with related relationship with the enterprises involved with any matters in the resolution of the Board shall neither exercise voting rights on such resolution, nor exercise voting rights on behalf of other directors. The Board meeting may be held when more than half of non-related directors attend the meeting. The resolutions of the Board meeting shall be passed by votes of more than half of unrelated directors. If the number of unrelated directors present at the Board meeting is less than three, the matter shall be submitted to the shareholders' meeting for consideration. Where the laws, regulations and securities regulatory rules of the place where the Company's shares are listed impose any additional restrictions on directors' participation in and voting at Board meetings, such restrictions shall prevail.

Where a director, general manager and other senior management of the Company has a material interest, directly or indirectly, in a contract, transaction or arrangement entered into or planned to enter into with the Company (except for the employment contract between the Company and the director, general manager or other senior management), the nature and extent of such interest shall be disclosed to the Board as soon as possible, regardless of whether the relevant matter normally requires the approval of the Board.

Article 26 Directors shall carefully read the relevant meeting materials and express their opinions independently and prudently on the basis of full understanding of the situation.

Directors may, before the meeting, obtain the information required for decision-making from the Board office, the convener of the meeting, the general manager and other senior management members, various special committees, professional institutions and other relevant personnel and institutions, and may also suggest to the presider during the meeting to invite representatives of the aforesaid personnel and institutions to attend the meeting and explain the relevant situation.

Article 27 After full discussion of each proposal, the presider shall timely invite the directors present at the meeting to vote. The voting at the Board meetings shall be conducted in writing.

The voting intention of a director is divided into consent, opposition and abstention. The directors present at the meeting shall choose one of the above intentions. If no choice is made or more than two intentions are selected at the same time, the presider of the meeting shall request the relevant director to re-select. If the director refuses to select, he/she shall be deemed to have abstained from voting; if a director leaves the meeting midway and does not return without making a choice, he/she shall be deemed to have abstained from voting.

Each director shall have one vote. Resolutions made by the Board shall be passed by votes of more than half of all directors.

Article 28 After the directors present at the meeting have completed voting, the securities affairs representative/relevant staff of the Board office shall promptly collect the ballot papers from the directors and submit them to the secretary to the Board for counting.

For a meeting held in person, the presider of the meeting shall announce the counting results on the spot.

If a director votes after the presider of the meeting has announced the voting results or after the prescribed voting time limit has expired, his/her vote shall not be counted.

Article 29 Except for the circumstances stipulated in Article 30 of these rules, the Board shall consider and approve a meeting proposal and form a relevant resolution only if more than half of all directors of the Company vote in favor of the proposal. Where the laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed and the articles of association of the Company stipulate that a resolution of the Board shall be approved by more directors, such provisions shall prevail.

Article 30 A director shall abstain from voting on a relevant proposal under the following circumstances:

- (I) circumstances under which a director shall abstain from voting as stipulated by the stock exchange where the Company's shares are listed;
- (II) circumstances under which the director considers that he/she should abstain from voting;
- (III) other circumstances under which a director is required to abstain from voting due to the related relationship between the director and the enterprise involved in the meeting proposal as stipulated in the articles of association of the Company.

In the case where a director abstains from voting, the relevant Board meeting may be held if more than half of the non-related directors are present, and a resolution shall be passed by more than half of the non-related directors. If the number of non-related directors attending the meeting is less than 3, the relevant proposal shall not be voted on, and the matter shall be submitted to the shareholders' meeting for consideration.

Subject to the thorough expression of opinions by all directors, the extraordinary meeting of the Board may be convened and passed by means of communication (including but not limited to telephone, video, facsimile, etc.), and all directors attending the meeting shall sign on such resolutions.

Article 31 The Board shall act in strict accordance with the authorization of the shareholders' meeting and the articles of association of the Company, and shall not form resolutions beyond its authority.

Article 32 If a proposal is not passed, the Board shall not consider a proposal with the same content again within one month unless there are significant changes in the relevant conditions and factors.

Article 33 When more than half of the directors present at the meeting or two or more independent non-executive directors consider a proposal to be unclear or not specific, or are unable to make a judgment on the relevant matter due to insufficient meeting materials or other reasons, the presider of the meeting shall request the meeting to postpone the voting on the issue.

The director who proposes to postpone the voting shall put forward clear requirements for the conditions to be met for the proposal to be submitted for consideration again.

Article 34 Board meetings held on site or by video, telephone, etc., may be recorded throughout the process as needed.

Article 35 The secretary to the Board shall arrange for the staff of the Board office to keep minutes of the Board meetings. The minutes shall include the following:

- (I) the date, location and name of the convener of the meeting;
- (II) the names of the directors present and the names of the directors (agents) entrusted by others to attend the Board meeting;
- (III) the agenda of the meeting;
- (IV) the main points of the directors' speeches;
- (V) the voting method and results of each resolution (the voting results shall state the number of votes for, against or of abstention).

Article 36 In addition to the meeting minutes, the secretary to the Board may also arrange for the staff of the Board office to prepare concise summary minutes of the meeting as needed, and to prepare a separate record of resolutions for the resolutions formed at the meeting based on the counted voting results.

Article 37 The directors attending the meeting shall sign and confirm the meeting minutes and resolution records on behalf of themselves and the directors who have entrusted them to attend the meeting on their behalf. If a director has a different opinion on the meeting minutes or resolution records, he/she may make a written explanation when signing. If a director neither signs and confirms the meeting minutes in accordance with the preceding paragraph nor makes a written explanation of his/her different opinions, he/she shall be deemed to fully agree with the contents of the meeting minutes and resolution records.

The directors shall be responsible for the resolutions of the Board. If the resolution of the Board violates the laws, administrative regulations or the Articles of Association and causes the Company to suffer serious losses, the directors participating in the resolution shall be liable for compensation to the Company. However, if it is proved that a director had expressed objections during the vote and they were recorded in the meeting minutes, the director may be exempted from liability. Directors who cast a vote of abstention or who are absent and have not appointed others to attend shall not be exempted from liability; directors who have clearly raised objections during the discussion but have not explicitly voted against the resolution shall not be exempted from liability.

Article 38 The chairman of the Board shall urge the relevant personnel to implement the resolutions of the Board, check the implementation of the resolutions, and report on the implementation of the resolutions that have been formed at subsequent Board meetings.

Article 39 The files of the Board meetings, including meeting notices and meeting materials, meeting attendance registers, power of attorney for directors to attend on behalf of others, meeting audio recordings, ballot papers, meeting minutes signed and confirmed by the directors attending the meeting, summary minutes, and resolution records, shall be kept by the secretary to the Board.

The Board meeting files shall be kept for a period of not less than ten years.

CHAPTER 6 SUPPLEMENTARY PROVISIONS

Article 40 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other laws, regulations and the Articles of Association, the provisions of the aforesaid laws, regulations and the Articles of Association shall prevail.

Article 41 For the purpose of these rules, references to “more than” and “within” shall include the actual figures; references to “over”, “less than” and “more than” shall exclude the actual figures.

Article 42 The Company shall amend these rules in any of the following circumstances:

- (I) where, after the amendment of the Company Law or relevant laws, administrative regulations, the securities regulatory rules of the place where the Company’s shares are listed or the Articles of Association, the matters stipulated in these Rules are in conflict with the provisions of the amended laws, administrative regulations, securities regulatory rules of the place where the Company’s shares are listed or the Articles of Association;
- (II) the shareholders’ meeting has resolved to amend these rules.

These rules, which serve as an attachment to the Articles of Association of Guangdong Tianyu Semiconductor Co., Ltd., are formulated by the Board and shall take effect from the date of adoption by a resolution of the Company’s shareholders’ meeting, and the same shall apply to any amendment thereof. Upon the effectiveness of these rules, the Company’s original Rules of Procedure of the Board of Directors shall automatically become null and void.

Article 43 These rules shall be construed and amended by the Board.

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