

Gotion High-tech Co., Ltd.
Rules of Procedure of the Board of Supervisors

Chapter I General Provisions

Article 1 In order to regulate the operation of Gotion High-tech Co., Ltd. (hereinafter referred to as the "Company"), safeguard the legitimate rights and interests of the Company and its shareholders, and give full play to the supervisory and management role of the board of supervisors, these Rules are formulated in accordance with the provisions of Company Law of the People's Republic of China (hereinafter referred to as "Company Law"), Securities Law of the People's Republic of China (hereinafter referred to as "Securities Law"), Code of Corporate Governance for Listed Companies, Rules Governing the Listing of Shares on Shenzhen Stock Exchange, Guidelines No. 1 for Self-regulation of Listed Companies on Shenzhen Stock Exchange - Standardized Operation of Companies Listed on Main Board, Special Provisions of the State Council on Overseas Stock Floatation and Listing of Joint Stock Companies, Essential Clauses in Articles of Association of Companies Listed Overseas and other laws, regulations and normative documents, as well as the Articles of Association of Gotion High-tech Co., Ltd. (hereinafter referred to as the "Articles of Association").

Article 2 The board of supervisors is a permanent supervisory organ of the Company, which is responsible to the general meeting of shareholders.

Chapter II Supervisors

Article 3 Supervisors shall be served by the representative of shareholders and the representative of employees of the Company. The number of supervisors who are representatives of employees of the Company shall not be less than one-third of the number of supervisors.

Article 4 Supervisors shall enjoy the right to know of the operation of the Company and

assume the corresponding confidentiality obligation. The Company shall take measures to safeguard the right to know of the supervisors and provide necessary assistance for the supervisors to perform their duties normally, which shall not be interfered with or obstructed by anyone. The Company shall bear the expenses required by the supervisors to perform their duties.

Article 5 Any person who is subject to any of the following circumstances shall not be eligible to serve as a supervisor of the Company:

1. Where he/she is subject to any of the circumstances specified in Article 146 of the Company Law;
2. Where he/she has been subject to the market entry ban by the China Securities Regulatory Commission (CSRC), of which the period has not yet expired;
3. Where he/she has been publicly determined by a stock exchange as unsuitable to serve as a supervisor of listed companies, of which the period has not yet expired;
4. Where he/she is subject to the other applicable provisions of the laws, administrative regulations and departmental rules and regulations.

No director and senior officer may concurrently serve as the supervisor.

Article 6 The tenure of supervisor is 3 years, and he/she may be re-elected.

1. The manner and procedure for the nomination of supervisor:
 - (1) Within the number of directors specified in the Articles of Association, in accordance with the number of directors to be elected, shareholder(s) holding individually or jointly more than 3% of the total number of outstanding shares with voting rights of the Company shall make a list of proposed candidates for supervisors served by the representative of shareholders and submit it to the board of supervisors for deliberation.
 - (2) After the approval of more than two-thirds of all supervisors, the board of supervisors of the Company shall make a resolution identifying the candidates for supervisors, which shall be submitted, by way of a proposal, to the general meeting of shareholders for election.

(3) The supervisors representing the employees shall be elected through the employees' representative assembly of the Company

2. Cumulative voting system

A cumulative voting system shall be adopted according to the provisions of the Articles of Association or the resolutions of the general meeting of shareholders when two or more supervisors are elected at the general meeting of shareholders.

The cumulative voting system in the preceding paragraph means that when supervisors are elected at a general meeting of shareholders, the number of voting rights per share shall be the same as the number of supervisors to be elected, and the total voting rights of a shareholder may be used to vote for one candidate.

The resume and basic information of the candidates for supervisors shall be announced.

Article 7 If a supervisor fails to attend the meeting of board of supervisors (hereinafter, the supervisory meeting) in person two consecutive times and without appointing other supervisor to attend the supervisory meeting on his/her behalf, he/she shall be deemed unable to perform his/her duties and shall be removed by the general meeting of shareholders or the employees' representative assembly.

Article 8 A supervisor may resign before the expiry of his/her tenure of office. And the provisions of the Articles of Association regarding the resignation of directors shall apply to the supervisors.

Article 9 If the board of supervisors falls below a quorum due to the expiry of their tenure without re-election in a timely manner, or the resignation of the supervisors during their tenure, the original supervisors shall still perform their duties as supervisors in accordance with the laws, administrative regulations and the Articles of Association until the re-elected supervisors take office.

Article 10 The supervisors may attend the meetings of the board of directors as non-voting attendees and may raise questions or put forward suggestions about matters

under the resolution by the board of directors.

Article 11 The supervisors shall not damage the interests of the Company by taking advantage of his/her related relations and shall be liable for compensation if they cause damage to the Company.

Article 12 A supervisor who violates the provisions of the laws, administrative regulations, departmental rules and regulations or the Articles of Association in the performance of his/her duties of the Company and thereby causes damage to the Company shall be liable for compensation.

Article 13 The supervisors shall comply with the provisions of the laws, administrative regulations and the Articles of Association, and perform the duties of good faith and due diligence. In case his/her own interests conflict with the interests of the Company and shareholders, he/she shall act in the best interests of the Company and shareholders.

Chapter III Board of Supervisors

Article 14 The Company has established a board of supervisors, which shall consist of 3 supervisors, with 1 serving as chairman (hereinafter, the chairman supervisor). The chairman supervisor shall be elected by over half of all supervisors.

Article 15 The board of supervisors shall perform the following authorities:

1. To review and provide written audit opinions on the periodic reports of the Company prepared by the board of directors;
2. To inspect the finances of the Company;
3. To supervise the performance of directors and senior officers in carrying out their duties for the Company and to propose the removal of directors and senior officers who violate the laws, administrative regulations, the Articles of Association or resolutions of the general meeting of shareholders;

4. To request the directors and senior officers to rectify their actions when they are detrimental to the interests of the Company;
5. To propose the convening of an extraordinary general meeting and to convene and preside over a general meeting of shareholders in the event that the board of directors does not perform the duties of convening and presiding over a general meeting as stipulated in the Company Law;
6. To make proposals to the general meeting of shareholders;
7. To initiate actions against directors and senior officers in accordance with the provisions of Article 151 of the Company Law;
8. To conduct investigations when abnormalities in the Company's operation are discovered; and, if necessary, to engage accounting firms, law firms and other professional institutions to assist in its work at the Company's expense;
9. To check the financial information such as financial reports, business reports and profit distribution plans to be submitted by the board of directors to the general meeting of shareholders, and if there is any doubt, it may appoint in the name of the Company a certified public accountant or a licensed auditor to help review the same.

If the board of supervisors finds that the directors or senior officers have violated the laws, regulations or the Articles of Association, they shall perform their supervisory duties and inform the board of directors or report to the general meeting of shareholders, or they may report directly to the CSRC and its regional offices, the stock exchange or other departments.

Article 16 The expenses necessary for the exercise of the authorities of the board of supervisors shall be borne by the Company.

Article 17 The chairman supervisor shall exercise the following authorities:

1. To preside over the work of the board of supervisors, convene and preside over the supervisory meetings, urge and inspect the implementation of the resolutions of the board of supervisors;
2. To request the auditor of the Company to provide financial audit reports on the Company's operating projects in accordance with the resolutions of the board of

supervisors, and to give opinions on the audit results, and to engage professional institutions such as accounting firms to conduct special audits when necessary;

3. Other work related to the board of supervisors.

Article 18 The board of supervisors may request the directors, general manager and other senior officers, internal and external auditors of the Company to attend the supervisory meetings as non-voting attendees and answer questions of concern.

Article 19 The board of supervisors may carry out supervision and inspection work in the following manners:

1. To hear the report of the person in charge of the Company on the financial and asset status and operation and management;
2. To inspect the financial and accounting reports, accounting vouchers, accounting books and other information on the operation and management of the Company;
3. To verify the financial and asset status of the Company, to understand the situation from the employees, listen to the views, and if necessary, request the person in charge of the Company to make a clarification;
4. To obtain information on the financial situation and business management of the Company from finance, taxation, auditing, banking and other relevant department.

Chapter IV Convening and Notice of Supervisory Meetings

Article 20 The board of supervisors shall hold a meeting at least once every six months. Supervisors may propose to convene an interim supervisory meeting.

Article 21 The chairman supervisor shall convene and preside over the supervisory meetings; if the chairman supervisor is unable or fails to perform his/her duties, more than half of the supervisors shall jointly elect a supervisor to convene and preside over the supervisory meetings.

Article 22 The proposal of the board of supervisors shall meet the following conditions:

1. The content does not contradict the provisions of the laws, regulations and the Articles of Association, and falls within the scope of business of the Company and the duties of the board of supervisors;
2. There are definite topics and specific matters for deliberations.

Article 23 The topics of supervisory meetings shall be prepared by the person proposing the meeting and shall be proposed after examination by the chairman supervisor.

Article 24 The topics of supervisory meetings shall include the following aspects:

1. The relevant contents and authorized matters of the resolution of the latest general meeting;
2. The implementation of the resolutions of the last supervisory meeting;
3. The matters proposed by the chairman supervisor or matters proposed jointly by two supervisors;.
4. The periodic reports of the Company, important investment projects, major asset restructuring, acquisitions, sales, mergers and changes in fund-raising projects, etc.;
5. The matters subject to supervision, review and deliberation by the board of supervisors as stipulated in the relevant provisions of the laws and regulations, the CSRC and the Articles of Association.

Article 25 After the notice of meeting is issued, the board of supervisors shall generally refrain from making new proposals on matters not listed in the notice of meeting.

Additions, amendments and changes to matters already on the agenda shall not be subject to this restriction.

Article 26 With respect to proposals involving significant matters of the Company but not listed in the notice of meeting in a timely manner, they may be included in the agenda of the meeting if they satisfy one of the following conditions:

1. The matters deemed necessary by the chairman supervisor;

2. The matters proposed jointly by more than half of the supervisors;
3. The matters proposed by the supervisors representing the employees of the Company.

Article 27 The notice of a supervisory meeting shall include the following:

1. The date and place of the meeting;
2. The subject matter and topics;
3. The date when the notice is given.

Article 28 Upon the proposal of the chairman supervisor or more than one-third of the supervisors jointly, an interim supervisory meeting shall be convened within 10 days. The notice of an interim supervisory meeting shall be given by telephone or in writing (including personal delivery, mail or fax). The notice period is to notify all supervisors five days prior to the meeting. With the unanimous consent of all supervisors, the aforementioned notice period may be waived.

Article 29 Supervisors proposing to convene an interim supervisory meeting must submit a proposal in writing to the board of supervisors. The proposal shall include, but not be limited to:

1. The reason for the proposal;
2. The subject of the proposal;
3. The proposer and the time of the proposal;
4. The contact information of the proposer.

Chapter V Voting Procedure for Supervisory Meeting

Article 30 Supervisors shall attend the supervisory meetings in person, if the supervisors are unable to attend in person for any reason, they may appoint other supervisors to attend on their behalf with proxies, which shall specify the matters and authority.

Article 31 The supervisory meeting shall only be held with the attendance of over half of

the supervisors. Each supervisor shall have one vote. Resolutions made by the board of supervisors must be adopted by over half of all supervisors.

Article 32 The voting procedure of the board of supervisors shall be: to discuss the relevant proposals collectively and then to vote by a show of hands or by ballot.

For a number of parallel or different items of matters under the same proposal, the board of supervisors may deliberate separately and vote item by item.

Article 33 The voting of the board of supervisors shall include for, against or abstention.

Article 34 The supervisory meeting shall be recorded by the recorder of the board of supervisors, and when the recorder of the board of supervisors is unable to attend the meeting or to record for any reason, the chairman supervisor or the presiding officer shall appoint other appropriate person to take the record thereof.

Article 35 The minutes of supervisory meetings shall record the true situation of the meeting and the opinions and suggestions of the participating supervisors in a complete and accurate manner. The meeting minutes shall include at least the following:

1. The session and the time, place and manner of holding the meeting;
2. The issuance of the meeting notice;
3. The convener and presiding officer of the meeting;
4. The attendance of the meeting;
5. The proposals deliberated at the meeting, the key points and opinions of each supervisor on the relevant matters, and his/her voting intention on the proposals;
6. The voting method and results of each proposal (indicating the specific number of votes for, against or abstention)
7. Other matters that the participating supervisors consider should be recorded.

Article 36 Supervisors and recorder who attend the meeting shall affix their signatures on the meeting minutes. Supervisors shall have the right to request some kind of descriptive

record on the meeting minutes of what they have said at the meeting.

Article 37 The minutes of the supervisory meetings and the attachments thereto (including but not limited to the meeting notice, the document acknowledging receipt of notice, the proxy form for proxy attendance, the meeting agenda, the supplementary documents of the meeting, the votes, the resolutions of the meeting, etc.) shall be kept by the secretary of the board of directors as part of the company archives for a period of not less than 10 years.

Article 38 The resolution of the supervisory meeting shall record the list of supervisors who participated in the voting and the voting results. Supervisors who hold views of against or abstention shall also affix their signatures on the resolution of the supervisory meeting but may indicate their opinions on the meeting minutes.

Article 39 Supervisors shall have the right to consult the minutes of the supervisory meetings.

Article 40 When it is necessary to copy the minutes of the supervisory meetings for work purposes, a written permission must be obtained from the chairman supervisor.

Article 41 All documents of the supervisory meetings are trade secrets of the Company, and no one shall disseminate or disclose the contents of the meetings until they are made public in accordance with legal procedures. Any person who violates the provisions shall be liable to compensate for losses caused to the Company.

Chapter VI Supplementary Provisions

Article 42 The terms “more than” and “within” in these Rules include the given figure, whereas the terms “over”, “below” and “above” do not include the given figure.

Article 43 Any matters not covered by these Rules shall be subject to the relevant provisions of the applicable national laws and regulations, as well as the Articles of Association.

Article 44 In case these Rules are contrary to the laws and regulations such as the Company Law, the Securities Law, the Code of Corporate Governance for Listed Companies, as well as the Articles of Association, the above laws and regulations shall be applied, and these Rules shall be amended in a timely manner.

Article 45 The amendments to these Rules shall be proposed by the board of directors and submitted to the general meeting of shareholders for deliberation and approval, and then take effect from the date of listing and trading of the GDRs issued by the Company on the SWX Swiss Exchange.

Article 46 The right to interpret these Rules shall rest with the board of supervisors.

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