

Gotion High-tech Co., Ltd.
Rules of Procedure of the General Meeting of Shareholders

Chapter I General Provisions

Article 1 In order to regulate the organization and conduct of Gotion High-tech Co., Ltd. (hereinafter referred to as the "Company") and ensure the shareholders to perform their authorities in accordance of law, 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"), Rules for General Meetings of Shareholders of Listed Companies, Code of Corporate Governance for Listed Companies, Guidelines No. 1 for Self-regulation of Listed Companies on Shenzhen Stock Exchange - Standardized Operation of Companies Listed on Main Board, Essential Clauses in Articles of Association of Companies Listed Overseas, Special Provisions of the State Council on Overseas Stock Floatation and Listing of Joint Stock Companies, 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 Company shall hold the general meeting of shareholders in strict accordance with the relevant provisions of the laws, administrative regulations, these Rules and the Articles of Association to ensure that the shareholders can exercise their rights in accordance with the law.

The board of directors of the Company shall effectively perform its duties and organize the general meeting of shareholders in a conscientious and timely manner. All directors of the Company shall diligently perform their duties to ensure that the general meeting of shareholders shall be held normally and exercise its authorities in accordance with the law.

Article 3 The general meeting of shareholders shall exercise its authorities within the scope prescribed by the Company Law and the Articles of Association.

Article 4 The general meeting of shareholders shall have the annual general meeting and extraordinary general meeting. The annual general meeting shall be held once a year and shall be held within six months after the end of the previous fiscal year. The extraordinary general meeting shall be held from time to time, and the extraordinary general meeting shall be held within two months when there are circumstances that an extraordinary general meeting shall be held as stipulated in Article 100 of the Company Law.

If the Company is unable to hold a general meeting within the above-mentioned period, it shall report to the regional office of the China Securities Regulatory Commission (hereinafter, the CSRC) where the Company is located and the stock exchange where the Company's shares are listed for trading (hereinafter, the stock exchange), explaining the reasons and making an announcement

Article 5 The Company shall engage lawyers to give legal opinions and make announcements on the following issues when holding a general meeting of shareholders:

1. Whether the convening and holding procedures of the meeting are in compliance with the laws, administrative regulations, these Rules and the Articles of Association;
2. Whether the qualifications of the persons attending the meeting and the convener are legal and valid;
3. Whether the voting procedures and results of the meeting are lawful and valid;
4. Legal opinions on other relevant issues at the request of the Company.

Chapter II Convening of General Meeting of Shareholders

Article 6 The board of directors shall convene the general meeting of shareholders on time within the period stipulated in Article 4 of these Rules.

Article 7 The independent directors shall have the right to propose to the board of directors to convene an extraordinary general meeting of shareholders. With regard to the proposal of the independent directors to convene an extraordinary general meeting, the board of directors shall, in accordance with the provisions of the laws, administrative regulations and

the Articles of Association, provide written feedback within 10 days after receiving the proposal, indicating whether it agrees or disagrees with the convening of the extraordinary general meeting.

If the board of directors agrees to convene an extraordinary general meeting, it shall give the notice of convening the general meeting within 5 days after the resolution of the board of directors is made; if the board of directors does not agree to convene an extraordinary general meeting, it shall state the reasons and make an announcement

Article 8 The board of supervisors shall have the right to propose to the board of directors the convening of an extraordinary general meeting of shareholders, which shall be submitted in writing to the board of directors. The board of directors shall, in accordance with the provisions of the laws, administrative regulations and the Articles of Association, provide written feedback within 10 days after receiving the proposal, indicating whether it agrees or disagrees with the convening of the extraordinary general meeting.

If the board of directors agrees to convene an extraordinary general meeting, it shall give the notice of convening the general meeting within 5 days after the resolution of the board of directors is made, and it shall obtain the consent of the board of supervisors for any changes to the original proposal in the notice.

If the board of directors does not agree to convene an extraordinary general meeting or fails to provide feedback within 10 days after receiving the proposal, the board of directors shall be deemed to be unable to perform or fail to perform its duty to convene a general meeting, and the board of supervisors itself may convene and preside over the meeting.

Article 9 Shareholder(s) holding individually or jointly more than 10% of the shares of the Company shall have the right to request the board of directors to convene an extraordinary general meeting of shareholders and shall submit the request in writing to the board of directors, specifying the topics of the meeting. The board of directors shall, in accordance with the provisions of the laws, administrative regulations and the Articles of Association, provide written feedback within 10 days after receiving the written request, indicating whether it agrees or disagrees with the convening of the extraordinary general meeting.

If the board of directors agrees to convene an extraordinary general meeting, it shall give the notice of convening the general meeting within 5 days after the resolution of the board of directors is made, and it shall obtain the consent of the relevant shareholders for any changes to the original request in the notice.

If the board of directors does not agree to convene an extraordinary general meeting or fails to provide feedback within 10 days after receiving the request, shareholder(s) holding individually or jointly more than 10% of the shares of the Company shall have the right to propose to the board of supervisors to convene an extraordinary general meeting and shall submit the request in writing to the board of supervisors.

If the board of supervisors agrees to convene an extraordinary general meeting, it shall give the notice of convening the general meeting within 5 days after receiving the request, and it shall obtain the consent of the relevant shareholders for any changes to the original request in the notice.

If the board of supervisors fails to give notice of the general meeting within the prescribed period, the board of supervisors shall be deemed not to convene and preside over the general meeting, and shareholder(s) holding individually or jointly more than 10% of the shares of the Company for more than 90 consecutive days may convene and preside over the general meeting itself/themselves.

Article 10 If the board of supervisors or shareholders decide to convene a general meeting of shareholder themselves, they shall notify the board of directors in writing and file with the stock exchange at the same time.

Before the announcement of the resolution of the general meeting, the percentage of shares held by the convening shareholders shall not be less than 10%.

The board of supervisors or the convening shareholder shall submit relevant supporting materials to the stock exchange when giving the notice of the general meeting and making the announcement of the resolution of the general meeting.

Article 11 For the general meeting of shareholders convened by the board of supervisors or shareholders themselves, the board of directors and the secretary of the board of

directors shall offer cooperation. The board of directors will provide the register of shareholders as of the date of share registration.

If the board of directors fails to provide the register of shareholders, the convener may apply to the securities registration and clearing institution for it with the relevant announcement of the notice convening the general meeting. The register of shareholders obtained by the convener shall not be used for purposes other than the convening of the general meeting.

Article 12 The expenses required by the general meeting of shareholders convened by the board of supervisors or shareholder(s) themselves shall be borne by the Company.

If a general meeting is convened by the board of directors or shareholder(s) themselves as a result of the board of directors not agreeing to convene it, the expenses shall be deducted from the amount owed by the Company to the director in defaults.

Chapter III Proposal and Notice of General Meeting of Shareholders

Article 13 The contents of a proposal shall fall within the scope of authorities of the general meeting of shareholders, include definite topics and specific matters for resolution, and be in line with the provisions of the laws, administrative regulations and the Articles of Association.

Article 14 When the Company convenes a general meeting of shareholders, the board of directors, the board of supervisors and shareholder(s) holding individually or jointly more than 3% of the shares of the Company shall have the right to make proposals to the Company. Shareholder(s) holding individually or jointly more than 3% of the share of the Company may make provisional proposals and submit them in writing to the convener 10 days prior to the date of the general meeting. The convener shall give a supplementary notice of the general meeting and announce the content of the provisional proposals within 2 days after receiving the proposals.

Except as provided in the preceding paragraph, after giving the notice of the general meeting, the convener shall not amend the proposals set forth in the notice of the general meeting or

add any new proposals.

The general meeting shall not vote and make resolutions on proposals that are not set forth in the notice of the general meeting or that do not comply with the provisions of Article 13 of these Rules.

Article 15 The convener shall, 20 days prior to the convening of an annual general meeting of shareholders, notify all shareholders in the form of an announcement or shall, 15 days prior to the convening of an extraordinary general meeting, notify all shareholders in the form of an announcement.

Article 16 The notice and supplementary notice of the general meeting of shareholders shall fully and completely disclose the specific contents of all the proposals as well as all the materials or explanations necessary for the reasonable judgment on the matters under discussion by the shareholders. If the opinion of an independent director is necessary for any matter under discussion, the opinion and the reasons given by the independent director shall be disclosed at the same time when the notice or supplementary notice of the general meeting is given.

Article 17 Where a general meeting of shareholders plans to discuss the election of directors or supervisors, details of such candidates for directors or supervisors shall be fully disclosed in the notice of the general meeting, which at least includes the following information:

1. Educational background, working experience, part-time job and other personal information;
2. Any related relation with the Company or its controlling shareholders and actual controllers;
3. Number of shares of the Company such candidate holds; and
4. Whether such candidate has been punished by the CSRC or other relevant departments and disciplined by the stock exchange.

Except for the election of directors and supervisors by the cumulative voting system, each

candidate for director or supervisor shall be elected on an individual proposal basis.

Article 18 The notice of the general meeting of shareholders shall clearly state the time and place of the meeting and determine the date of share registration. The interval between the date of share registration and the meeting date shall not above 7 trading days, and the interval between the date of share registration and the commencement date of network voting shall be at least 2 trading days. Once determined, the date of share registration shall not be changed.

Article 19 Once the notice of the general meeting of shareholders is given, the general meeting shall not be postponed or canceled and the proposals listed in the notice shall not be canceled, without justifiable causes. In the case of any postponement or cancelation, the convener shall make an announcement and give reasons at least 2 working days prior to the scheduled date.

Chapter IV Holding of General Meeting of Shareholders

Article 20 The Company shall hold the general meeting of shareholders in the Company's domicile, or a place specified by the Articles of Association.

The general meeting shall have a meeting place and be convened in the form of an on-site meeting. It shall use a safe, economical and convenient network voting method to facilitate shareholders attending the meeting in accordance with the provisions of the laws, administrative regulations, the CSRC or the Articles of Association. Where shareholders attend the general meeting via the above method, such shareholders shall be deemed as attending the meeting.

Shareholders may attend the general meeting and exercise their voting rights in person or appoint others to attend the meeting on their behalf and exercise such rights within the scope of authorization.

Article 21 The time and procedures for voting through network shall be specified in the

notice of the general meeting.

For voting through the trading system of Shenzhen Stock Exchange, the voting hours are 9:15-9:25 a.m., 9:30-11:30 a.m. and 13:00-15:00 p.m. on the day when the on-site general meeting of shareholders is held.

For voting through internet voting system, the voting hours are 9:15-15:00 on the day when the on-site general meeting of shareholders is held.

Article 22 The board of directors and other conveners shall take necessary measures to ensure the normal order of the general meeting of shareholders. They shall take measures to stop any disturbance of the general meeting, trouble making or infringement of the legitimate rights and interests of shareholders, and promptly report such acts to the relevant departments for investigation and punishment.

Article 23 All shareholders registered on the date of share registration or their proxies are entitled to attend the general meeting of shareholders and shall not be rejected by the Company or the convener for any reason.

Article 24 Shareholders shall attend the general meeting of shareholders with their share account card, identity card or other valid documents or certificates that can prove their identities. Their proxies shall also submit the letter of authorization issued by shareholders and valid personal identity documents.

Article 25 The convener and lawyer shall jointly verify the legality of the qualifications of shareholders based on the register of shareholders provided by the securities registration and clearing institution and register their names and number of their voting shares. The registration shall be closed before the presiding officer of the meeting announces the number of shareholders and their proxies attending the meeting on-site and the sum of voting shares held thereby.

Article 26 When the Company holds a general meeting of shareholders, all directors,

supervisors and the secretary of the board of directors shall attend the meeting, and the general manager and other senior officers shall attend the meeting as non-voting attendees.

Article 27 The general meeting of shareholders shall be convened by the board of directors. And the chairman of the board of directors shall preside over the general meeting convened by the board of directors. If the chairman of the board of directors is unable or fails to perform her/his duties, a director jointly elected by more than half of the directors shall preside over the general meeting.

The general meeting convened by the board of supervisors itself shall be presided over by the chairman of the board of supervisors. If the chairman of the board of supervisors is unable or fails to perform her/his duties, a supervisor jointly elected by over half of the supervisors shall preside over the general meeting.

The general meeting convened by shareholder(s) itself/themselves shall be presided over by a representative elected by the convener(s). If, for any reason, the convener is unable to elect a representative to preside over the general meeting, the shareholder holding the largest number of voting shares among the conveners (including the shareholder's proxy) shall preside over the general meeting.

If the presiding officer violates these rules when a general meeting of shareholders is held and prevents the general meeting from proceeding, the general meeting may elect a person to act as the presiding officer and continue the meeting with the consent of over half of the voting shareholders attending the general meeting.

Article 28 In the annual general meeting of shareholders, the board of directors and the board of supervisors shall report their work done in the past year to the general meeting and each independent director shall also make a work report.

Article 29 Directors, supervisors and senior officers shall explain and clarify inquiries from shareholders at the general meeting.

Article 30 Before voting, the presiding officer of the meeting shall announce the number

of shareholders and their proxies attending the meeting and the sum of voting shares held thereby, which shall be subject to meeting registration.

Article 31 If a shareholder has any related relation with a matter under deliberation at the general meeting, such shareholder shall rescue himself/herself from the voting, and her/his voting shares shall not be included in the sum of voting shares present at the general meeting. The resolution of the general meeting shall fully disclose the voting status of non-related shareholders.

When there is related party transaction under resolution at a general meeting, the related shareholder shall recuse himself/herself from voting; other shareholders attending the meeting have the right to request the related shareholder to recuse himself/herself from voting if the related shareholder does not do so. After the recusal of the related shareholder, other shareholders shall vote according to their voting rights.

Article 32 A cumulative voting system shall be adopted in accordance with the Articles of Association or the resolutions of the general meeting when the election of two or more directors or supervisors are voted at the general meeting.

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

Article 33 Except for the cumulative voting system, the general meeting of shareholders shall vote on all proposals item by item. If different proposals are made for the same matter, voting shall be carried out in chronological order in which the proposals are made. Except where the general meeting has to be suspended or no resolution can be reached at the general meeting due to force majeure or other special reasons, the general meeting shall not set aside or withhold voting on any proposals.

Article 34 The general meeting shall not amend the proposal during the deliberation; otherwise, related modifications shall be deemed as new proposals and shall not be voted on at the present general meeting.

Article 35 A voting right can be exercised either on site or through network. The first voting result shall prevail where one voting right is repeatedly exercised.

Article 36 Shareholders attending the general meeting shall choose one of the following alternatives when voting on the submitted proposal: for, against or abstention, except for the declaration by the securities registration and clearing institution that serves as the nominee holder of the shares under the Interconnection Mechanism for Mainland and Hong Kong Stock Markets and the A-share stock corresponding to GDR in accordance with the intention of the actual holder.

Any unfilled, misfiled, illegible or unvoted ballot shall be deemed to be an abstention, and the voting result of the shares shall be counted as “abstention”.

Article 37 Two representatives of shareholders shall be elected to participate in the counting and supervising of votes before voting on a proposal at the general meeting. When matters under deliberation are related to certain shareholders, the related shareholders and their proxies shall not participate in the counting or supervision of votes.

When the general meeting votes on the proposals, the lawyers, representatives of shareholders and representatives of supervisors shall be jointly responsible for the counting and supervising of votes.

The shareholders or their proxies voting through network shall have the right to check their own voting results through the corresponding voting system.

Article 38 The closing time of the general meeting on the site shall not be earlier than that of the network voting method. The presiding officer of the meeting shall announce the voting status and result of each proposal on the site at the meeting and declare whether the

proposal has been adopted according to the voting result.

Before the formal announcement of the voting result, various related parties including the Company, vote counters, vote supervisor and major shareholders as well as network service providers involved in the on-site voting or voting through network, shall be obliged to keep confidential the voting status.

Article 39 Resolutions of the general meeting shall be announced in a timely manner, and the announcement shall set out the number of shareholders and proxies attending the meeting, the total number of voting shares held and the proportion to the total number of voting shares of the Company, the voting method, the voting results of each proposal and the details of each resolution adopted.

Article 40 Special notes shall be made in the announcement of the resolutions of the general meeting for any proposals not adopted at this general meeting or any resolutions of the previous general meeting changed at this general meeting.

Chapter V Voting and Resolution of General Meeting of Shareholders

Article 41 Resolutions of the general meeting of shareholders include ordinary resolutions and special resolutions.

An ordinary resolution made at a general meeting shall be adopted by more than 1/2 of the voting rights held by the shareholders (including the shareholders' proxies) attending the general meeting.

A special resolution made at a general meeting shall be adopted by more than 2/3 of the voting rights held by the shareholders (including the shareholders' proxies) attending the general meeting.

Article 42 The following matters shall be adopted by ordinary resolution of the general meeting of shareholders:

1. The work reports of the board of directors and the board of supervisors;

2. The profit distribution plan and the plan to make up for losses prepared by the board of directors;
3. The appointment and removal of members of the board of directors and the board of supervisors, as well as their remuneration and methods of payment;
4. The annual budget plan, final account plan, balance sheet, income statement and other financial statements of the Company;
5. Annual report of the Company;
6. Matters other than those stipulated by laws, administrative regulations or the Articles of Association which shall be adopted by special resolution.

Article 43 The following matters shall be adopted by special resolution of the general meeting of shareholders:

1. Increasing or decreasing the registered capital of the Company or issuing any kind of shares, warrants and other similar securities;
2. Issuance of corporate bonds;
3. Division, splitting, merger, dissolution and liquidation of the Company;
4. Amendments to the Articles of Association;
5. Purchase or sale of significant assets or guarantees by the Company within one year exceeding 30% of the total assets of the Company (latest audited);
6. Equity incentive plan;
7. Adjustment or change of profit distribution policy;
8. buyback of the shares of the Company (the circumstances specified in Article 26(1)(a) and (b) of the Articles of Association);
9. Other matters required by the laws, administrative regulations or the Articles of Association, as well as matters that the general meeting of shareholders determines by ordinary resolution will have a significant impact on the Company and need to be adopted by special resolution.

Article 44 Shareholders (including shareholders' proxies) shall exercise their voting rights in accordance with the number of voting shares represented by them, and each share

shall be entitled to one vote.

When the general meeting of shareholders deliberates on significant matters affecting the interests of small and medium investors, the votes of small and medium investors shall be counted separately. The results of the separate vote counting shall be publicly disclosed in a timely manner.

The shares of the Company held by the Company shall not have voting rights and such shares shall not be counted as part of the total number of voting shares present at the general meeting of shareholders.

If any shareholder buys voting shares of the Company in violation of the provisions of Paragraph 1 and Paragraph 2 of Article 63 of the Securities Law, such shares exceeding the prescribed proportion shall not be allowed to exercise voting rights for thirty-six months after the purchase, and shall not be counted as part of the total number of voting shares present at the general meeting of shareholders.

The board of directors, independent directors, shareholders holding more than 1% of the voting shares or investor protection agencies established in accordance with the laws, administrative regulations or the rules of the CSRC may act as the solicitor and publicly solicit the shareholders of the Company to appoint them to attend the general meeting and exercise the shareholders' rights such as the right to propose and vote on their behalf, either by themselves or by appointing securities companies or securities service agencies. In case of solicitation of shareholders' rights in accordance with the above provisions, the solicitor shall disclose the solicitation document and the Company shall offer cooperation. Public solicitation of shareholders' rights in a paid or disguised manner is prohibited. Except for the statutory conditions, the Company shall not propose a minimum percentage of shareholding for the solicitation of voting rights.

Article 45 The secretary of the board of directors shall be responsible for the minutes of the general meeting, which shall include:

1. Time, place, agenda of the meeting and the name of the convener;
2. The name of the presiding officer of the meeting, and the names of the directors, supervisors, general managers and other senior officers attending the meeting or

- attending the meeting as non-voting attendees;
3. the number of shareholders and proxies attending the meeting, the sum of their voting shares and their proportions to the total shares of the Company;
 4. The deliberation process, points of speech and voting result of each proposal;
 5. The inquiries or suggestions given by the shareholders as well as the corresponding replies or explanations;
 6. Names of the lawyers, vote counters and vote supervisors;
 7. Other contents that shall be included in the minutes as required by the Articles of Association.

The convener shall ensure that the meeting minutes are true, accurate and complete. The directors, supervisors, secretary of the board of directors, conveners or their representatives and presiding officer of the meeting shall affix their signatures on the meeting minutes. The meeting minutes shall be kept together with the register signed by shareholders attending the meeting on the site and the proxy form for proxy attendance and valid information on voting through network for a period of not less than 10 years.

Article 46 The convener shall ensure that the general meeting proceeds continuously until a final resolution is made. Where the general meeting is suspended or no resolution can be made due to force majeure and other special reasons, necessary measures shall be taken to resume the general meeting as soon as possible or to terminate the general meeting directly, and to make a timely announcement. At the same time, the convener shall report to the regional office of the CSRC where the Company is located and to the stock exchange.

Article 47 If the general meeting of shareholders adopts the proposal on the election of directors and supervisors, the new directors and supervisors shall take office in accordance with the provisions of the Articles of Association.

Article 48 If the general meeting of shareholders adopts a proposal concerning cash dividends, bonus shares or capitalization of capital reserves, the Company shall implement the specific proposal within 2 months after the closing of the general meeting.

Article 49 The implementation of the resolutions of the general meeting of shareholders shall be reported by the chairman of the board of directors to the board of directors and reported by the board of directors to the next general meeting; matters involving implementation by the board of supervisors shall be reported directly by the board of supervisors to the general meeting, and the board of supervisors may also report to the board of directors first if deemed necessary.

Article 50 The resolution of the general meeting of the shareholders shall be invalid if it violates any laws or administrative regulations.

The controlling shareholder or the actual controller of the Company shall not restrict or obstruct the exercise of the voting rights of the small and medium investors in accordance with the law, and shall not damage the legitimate rights and interests of the Company and the small and medium investors.

If the convening procedure or voting method of the general meeting of shareholders violates the laws, administrative regulations or the Articles of Association, or the content of the resolution violates the Articles of Association, the shareholders may request the people's court to revoke the resolution within 60 days from the date of the resolution.

Chapter VI Supplementary Provisions

Article 51 The Company shall amend these Rules if any of the following circumstances apply:

Where the relevant national laws, regulations or normative documents are amended, or new laws, regulations or normative documents are enacted and promulgated, and the matters provided in these Rules conflict with the provisions of the aforementioned laws, regulations or normative documents;

Where the Articles of Association are amended and the matters provided in these Rules conflict with the provisions of the Articles of Association;

Where the general meeting of shareholders decides to amend these rules.

Article 52 The announcement, notice or supplementary notice of a general meeting of shareholders in these Rules refers to the disclosure of relevant information published in the media and on the website of the stock exchange that meets the conditions prescribed by the CSRC.

Article 53 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 54 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 55 In case these Rules are contrary to the laws and regulations such as the Company Law, the Securities Law, the Rules for General Meetings of Shareholders of Listed Companies, the Code of Corporate Governance for Listed Companies, the regulations of the securities regulatory authorities and the stock exchange where the Company's shares or GDRs are listed, 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 56 These Rules shall be adopted by the resolution of the general meeting of shareholders and take effect from the date of listing and trading of the GDRs issued by the Company on the SWX Swiss Exchange.

Article 57 The right to interpret these Rules shall rest with the board of directors.

Gotion High-tech Co., Ltd.

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