
GEM Co., Ltd.

Notice of Convening the 2023 Annual General Meeting of Shareholders

Note: The time mentioned below all refer to Beijing Time (UTC+8)

The 27th Meeting of the 6th Board of Directors of GEM Co., Ltd. (hereinafter referred to as the "Company") held on 25 APR 2024 approved *Proposal on Annual General Meeting of 2023*. It is decided that the Annual General Meeting (AGM) of the Company in 2023 will be scheduled on 22 MAY 2024 through a combination of on-site voting and online voting. The relevant matters of the meeting are hereby notified as follows:

I. Basic Information

1. Meeting Session: the 2023 Annual General Meeting of Shareholders.
2. Convener: the Board of Directors of the Company

As reviewed and approved at the 27th Meeting of the 6th Board of Directors of the Company, it is decided that the Annual General Meeting of 2023 will be held.

3. Legality and compliance of the convening of the meeting: The convening of the Annual General Meeting is in compliance with the relevant laws, administrative regulations, departmental rules and regulations, regulatory documents and the Articles of Association of the Company.

4. Date and time:

Time of the on-site meeting: At 10:00 am on 22 MAY

2024. Time of online voting:

(1) Online voting via the Shenzhen Stock Exchange Trading System is from 9:15 to 9:25, 9:30 to 11:30, and 13:00 to 15:00 on 22 MAY 2024.

(2) Online voting via the Internet of the Shenzhen Stock Exchange is from 9:15 to 15:00 on 22 MAY 2024.

5. Convening method:

The AGM will adopt a combination of on-site voting and online voting. The AGM will provide an online voting platform to the shareholders of the Company through the Shenzhen Stock Exchange System and the Internet voting system (<http://wltp.cninfo.com.cn>), and shareholders can exercise their voting rights through the aforesaid system within the online voting time.

Shareholders of the Company shall choose one of the methods of on-site voting or online voting. In the event of duplicate voting on the same voting right, the result of the first valid voting shall prevail.

6. Record date: 13 MAY 2024

7. Attendees:

(1) All shareholders of the Company registered with the China Securities Depository and Clearing Corporation Limited, Shenzhen Branch after the close of trading in the afternoon of 13 MAY 2023 shall have the right to attend and vote at the AGM in the manner as announced in the notice; shareholders who are unable to attend the AGM in person may authorize another person to attend on their behalf (the authorized person need not be a shareholder of the Company, and please refer to the attached power of attorney).

(2) Directors, supervisors, and officers of the Company.

(3) Witness lawyers engaged by the Company and other guests invited by the Board of Directors.

8. Venue: Meeting room of Jingmen GEM Co., Ltd.(No.3 Yingchun Avenue, DuodaoDistrict, Hi-tech Zone, Jingmen City, Hubei Province, China)

II. Matters for Deliberation

Coding Table of Proposals of the AGM:

Code	Name	Notes
		Columns ticked in this column can be voted on
100	General proposal: All proposals except cumulative voting proposals	√
Non-cumulative voting proposal		
1.00	<i>Proposal on the 2023 Annual Work Report of Board of Directors</i>	√
2.00	<i>Proposal on the 2023 Annual Work Report of Board of Supervisors</i>	√
3.00	<i>Proposal on the 2023 annual report and its summary</i>	√
4.00	<i>Proposal on the 2023 Annual Financial Final Accounts Report</i>	√
5.00	<i>Proposal on the 2023 profit distribution plan</i>	√
6.00	<i>Proposal on Special reports for the stored funds raised and used in 2023</i>	√
7.00	<i>Proposal on the Company and Its Subordinate Company to Plan to Apply to Banks/Financial Leasing Platforms for Comprehensive Credit (Including Financial Leases) Lines</i>	√
8.00	<i>Proposal on the Company to Provide Guarantees for the Subordinate Company in Respect of Its Proposed Application to Banks/Financial Leasing Platforms for Comprehensive Credit (Including Financial Leases) Lines</i>	√

9.00	<i>Proposal on Changing Part of the investment project with raised funds</i>	√
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The independent directors of the company will present their duties at the AGM.

The above proposals have been approved at the 27th Meeting of the 6th Board of Directors and the 22th Meeting of the 6th Board of Supervisors of the Company held on 25 APR 2024, details of which are set out in the Company's designated information disclosure media, namely *China Securities Journal*, *Securities Times*, *Shanghai Securities News*, *Securities Daily* and <http://www.cninfo.com.cn>.

Proposals No. 5 and No. 8 above are special resolutions and require the approval of at least 2/3 of shareholders (including proxies) with voting rights present at the AGM.

In accordance with the requirements of the *Rules for General Meetings of Listed Companies*, votes on the proposals in this AGM shall be separately counted for small- and medium-sized investors (small- and medium-sized investors refer to shareholders other than: 1) Directors, supervisors and officers of listed companies; and 2) Shareholders who individually or collectively hold more than 5% of the shares of a listed company).

III. Registration Method

i. Registration time: From 9:00 to 17:00 on 17 MAY 2024

ii. Registration method:

1. Legal representatives attending this meeting on behalf of institutional shareholders shall present ID cards, certificates of identity and securities account cards;
2. Proxies appointed by legal representatives to attend the meeting on behalf of institutional shareholders shall present the ID cards, a written power of attorney issued by the legal representative of the institutional shareholder's unit in accordance with the law, and securities account cards;
3. Individual shareholders attending the meeting in person shall present an ID card or other valid documents or certificates of identity, and securities account cards;
4. Proxies attending the meeting on behalf of individual shareholders shall present valid identity documents, the shareholder's power of attorney signed by the proxy and securities account cards;
5. Personnel attending the meeting shall present the aforesaid prescribed power of attorney and their original ID cards, and submit a copy of the aforesaid prescribed certificates to the registrar of the AGM.

Remote shareholders may register by letter or fax, which should contain the aforesaid documents (the letter or fax should reach the Company by 17:00 on 17 MAY 2023).

iii. Registration place: Securities Department of GEM Co., Ltd.

Address: 20/F, Block A, Rongchao Binhai Building, Haixiu Road, Baoan District, Shenzhen

Postal code: 518101

Tel: 0755-33386666

Designated fax: 0755-33895777

Contact: Pan Hua, He Yang

IV. Specific Operating Procedures for Online Voting

At the AGM, shareholders can participate in voting through the trading system of the Shenzhen Stock Exchange and the Internet voting system at <http://wltp.cninfo.com.cn>. The AGM will give specific instructions on matters related to online voting. The content and format of the instructions required for specific operations of online voting are detailed in Appendix 1.

V. Miscellaneous

1. The meeting will last for half a day, and shareholders participating in the meeting shall bear their own board, lodging and transportation expenses;
2. Shareholders shall assist the staff in registration and attend the meeting on time.

VI. Reference Documents

1. Resolution of the 27th Meeting of the 6th Board of Directors signed by the directors present and sealed by the Board of Directors.

It is hereby announced.

Board of Directors of GEM Co., Ltd.

25 April 2024

Appendix 1:

Specific Operating Procedures for Online Voting

I. Procedures for Online Voting

1. Voting code and voting abbreviation for ordinary shares: The voting code is "362340" and the voting abbreviation is "GEM Vote";
2. The proposal of the AGM is a non-cumulative voting proposal, and shareholders shall fill in the voting opinion: Agree, Oppose, Abstain;
3. Shareholders voting on the general proposal are deemed to have the same opinion on all proposals except the cumulative voting proposal. If a shareholder votes repeatedly on a general proposal and a specific proposal, the first valid vote shall prevail. If a shareholder votes on a specific proposal before the general proposal, the voting opinions on the specific proposal voted on shall prevail, and the voting opinions on the general proposal shall prevail for other proposals not voted on; if a shareholder votes on the general proposal before the specific proposal, the voting opinions on the general proposal shall prevail.

II. Procedures for Voting through the Trading System of the Shenzhen Stock Exchange

1. Voting time: Trading hours on 22 MAY 2024, i.e., 9:15 to 9:25, 9:30 to 11:30, and 13:00 to 15:00.
2. Shareholders may log on to the trading client of securities companies to vote through the trading system.

III. Procedures for Voting through the Internet Voting System of the Shenzhen Stock Exchange (SZSE)

1. The time of voting through the Internet voting system is from 9:15 to 15:00 on 22 MAY 2024.
2. For online voting through the Internet voting system, shareholders shall authenticate their identity and obtain an "SZSE Digital Certificate" or "SZSE Investor Service Password" in accordance with the provisions of the *Guidelines on Investor Identity Authentication for Online Services of Shenzhen Stock Exchange (Revised in 2016)*. The specific authentication procedures are available in the column of rules and guidelines on the Internet voting system at <http://wltp.cninfo.com.cn>.
3. Shareholders may vote through the SZSE Internet voting system at <http://wltp.cninfo.com.cn> within the prescribed time according to the service password or digital certificate obtained.

Appendix 2:

Power of Attorney

I hereby give carte blanche to Mr. (Ms.) _____ to attend the Annual General Meeting of GEM Co., Ltd. in 2023 on my (the shareholder unit's) behalf.

Proxy name:

Proxy ID No.:

Principal signature (institutional shareholder and unit seal):

Securities account No. of the Principal:

Number of shares held by the Principal:

Signing and issuance date of the power of attorney:

Validity of the commission:

My (the shareholder unit's) voting opinions on the proposals deliberated at the AGM is as follows:

Code	Name	Notes	Voting opinions		
		Columns ticked in this column can be voted on	Agree	Oppose	Abstain
100	General proposal: All proposals except cumulative voting proposals	√			
Non-cumulative voting proposal					
1.00	<i>Proposal on the 2023 Annual Work Report of Board of Directors</i>	√			
2.00	<i>Proposal on the 2023 Annual Work Report of Board of Supervisors</i>	√			
3.00	<i>Proposal on the 2023 annual report and its summary</i>	√			
4.00	<i>Proposal on the 2023 Annual Financial Final Accounts Report</i>	√			
5.00	<i>Proposal on the 2023 profit distribution plan</i>	√			

6.00	<i>Proposal on Special reports for the stored funds raised and used in 2023</i>	√			
7.00	<i>Proposal on the Company and Its Subordinate Company to Plan to Apply to Banks/Financial Leasing Platforms for Comprehensive Credit (Including Financial Leases) Lines</i>	√			
8.00	<i>Proposal on the Company to Provide Guarantees for the Subordinate Company in Respect of Its Proposed Application to Banks/Financial Leasing Platforms for Comprehensive Credit (Including Financial Leases) Lines</i>	√			
9.00	<i>Proposal on Changing Part of the investment project with raised funds</i>	√			

Special Note: The instructions given by the principal to the proxy shall be subject to the tick "√" in the box for "Agree", "Oppose" or "Abstain". No two or more instructions may be given on the same matter deliberated. If the principal does not give specific instructions on the vote opinions on a matter deliberated or if there are two or more instructions on the same matter deliberated, the proxy shall have the right to decide to vote on the matter as he/she wishes.