

GEM Co., Ltd.

Notice of Convening the 4th Extraordinary General Meeting of 2025

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

Pursuant to the resolution passed at the 6th Meeting of the 7th Session of the Board of Directors of GEM Co., Ltd. (the “Company”) held on 21 Aug 2025, the 4th Extraordinary General Meeting (“EGM”) of the Company in 2025 will be held on 11 Sep 2025 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. Session: 4th Extraordinary General Meeting of 2025

2. Convener: Board of Directors

As reviewed and approved at the 6th Meeting of the 7th Session of the Board of Directors of the Company, it is decided that the 4th Extraordinary General Meeting of 2025 will be held.

3. Legality and compliance of the convening of the meeting: The convening of the EGM 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 11 Sep 2025.

Time of online voting:

(1) Online voting via the Shenzhen Stock Exchange (“SZSE”) Trading System is from 9:15 to 9:25, 9:30 to 11:30, and 13:00 to 15:00 on 11 Sep 2025.

(2) Online voting via the Internet of the SZSE is from 9:15 to 15:00 on 11 Sep 2025.

5. Convening method:

The EGM will adopt a combination of on-site voting and online voting. The EGM will provide an online voting platform to the shareholders of the Company through the SZSE 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: 4 Sep 2025.

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 4 Sep 2025 shall have the right to attend and vote at the EGM in the manner as announced in the notice; shareholders who are unable to attend the EGM 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, Duodao District, Hi-tech Zone, Jingmen City, Hubei Province, China)

II. Matters for Deliberation

Coding Table of Proposals of the EGM:

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 Amending the Articles of Association and Relevant Rules of Procedure and the Corresponding Business Registration</i>	√
2.00	<i>Proposal on Amending and Establishing and Amending Certain Internal Governance Policies of the Company</i>	√ Number of Sub-Proposals Subject to Voting: (7)
2.01	<i>Working System for Independent Directors</i>	√
2.02	<i>Internal Control and Decision-Making Policy for Related-Party Transactions</i>	√
2.03	<i>Administrative Measures for the Use of Proceeds</i>	√
2.04	<i>Remuneration Management Policy for Directors and Senior Management</i>	√
2.05	<i>Management Policy for Industrial Chain Equity Investments (including Strategic Equity Investments in Securities)</i>	√
2.06	<i>Management Policy for Foreign Exchange Derivative Trading Business</i>	√
2.07	<i>Policy on the Selection and Appointment of Accounting Firms</i>	√
3.00	<i>Proposal on the Issuance of H-Shares and Listing on the Main Board of The Stock Exchange of Hong Kong Limited ("HKSE")</i>	√
4.00	<i>Proposal on the Scheme for the Issuance of H-Shares and Listing on the Main Board of HKSE</i>	√ Number of Sub-Proposals Subject to Voting:

		(9)
4.01	<i>Type and Nominal Value of the Shares to be Issued</i>	√
4.02	<i>Timing of Issuance and Listing</i>	√
4.03	<i>Method of Issuance</i>	√
4.04	<i>Offering Size</i>	√
4.05	<i>Pricing Method</i>	√
4.06	<i>Target Investors</i>	√
4.07	<i>Offering Principles</i>	√
4.08	<i>Place of Listing</i>	√
4.09	<i>Underwriting Arrangement</i>	√
5.00	<i>Proposal on the Plan for the Use of Proceeds from the H-Share Issuance</i>	√
6.00	<i>Proposal on the Validity Period of the Resolutions Regarding the H-Share Issuance and Listing</i>	√
7.00	<i>Proposal on Requesting the Shareholders' General Meeting to Grant a General Mandate to the Board of Directors and its Authorized Persons to Handle All Matters Related to the H-Share Issuance and Listing</i>	√
8.00	<i>Proposal on the Distribution Plan for Accumulated Profits Prior to the H-Share Issuance</i>	√
9.00	<i>Proposal on Amending the Articles of Association and Related Rules of Procedure in connection with the H-Share Issuance and Listing</i>	√
10.00	<i>Proposal on Amending and Establishing Internal Governance Policies of the Company (Applicable Post-H-Share Issuance and Listing)</i>	√ Number of Sub-Proposals Subject to Voting: (4)
10.01	<i>Working System for Independent Directors (Draft)</i>	√
10.02	<i>Internal Control and Decision-Making Policy for Related-Party Transactions (Draft)</i>	√
10.03	<i>Administrative Measures for the Use of Proceeds (Draft)</i>	√
10.04	<i>Remuneration Management Policy for Directors and Senior Management (Draft)</i>	√
11.00	<i>Proposal on the Election of Additional Independent Directors to the 7th Session of the Board of Directors of the Company</i>	√
12.00	<i>Proposal on the Division of Roles and Responsibilities of Directors</i>	√

13.00	<i>Proposal on Procuring Directors' and Officers' (D&O) Liability Insurance and Prospectus Liability Insurance</i>	√
14.00	<i>Proposal on the Appointment of Auditors for the H-Share Issuance and Listing</i>	√
15.00	<i>Proposal on the Report on the Use of Proceeds from the Previous Fundraising</i>	√
16.00	<i>Proposal on the Failure to Meet the Vesting Conditions for the Third Vesting Period of the 2022 Restricted Shares Incentive Plan and the Adjustment of the Repurchase Price and the Repurchase and Cancellation of Certain Restricted Shares</i>	√

The proposals No. 1.00-15.00 were reviewed and approved at the 6th meeting of the 7th Session of the Board of Directors and the 5th meeting of the 7th Session Supervisory Committee of the Company, both convened on 21 Aug 2025. The proposal No. 16.00 was reviewed and approved at the 5th meeting of the 7th Session of the Board of Directors and the 4th meeting of the 7th Session Supervisory Committee of the Company, both convened on 19 May 2025. For details, refer to the Company's designated information disclosure media, namely *China Securities Journal*, *Securities Times*, *Shanghai Securities News*, *Securities Daily* and *Cninfo* (<http://www.cninfo.com.cn>).

The Proposals No. 1.00, 3.00-9.00, and 16.00 are special resolutions that require approvals by over 2/3 of the voting rights held by shareholders (including shareholder proxies) present at the EGM.

Proposals No. 2.00, No. 4.00, and No. 10.00 must be voted on a per-sub-proposal basis.

Independent Director nominee Ms. Chen Yingqi of the above proposal No. 11.00 has not yet obtained the Independent Director Qualification Certificate. She has submitted a written commitment to complete the next available training program and obtain the certificate recognized by the SZSE. The qualifications and independence of her are subject to the filing and review of the SZSE without objection before the shareholders' meeting can vote on them.

All related shareholders are required to abstain from voting on all relevant proposals.

Pursuant to the *Rules for General Meetings of Listed Companies*, votes on the proposals in this EGM shall be separately counted for small and medium-sized investors (defined as 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 8 Sep 2025.

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 their ID cards, a written power of attorney and securities account cards issued by the legal representative of the institutional

shareholder's entity in accordance with the law;

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-signed power of attorney 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 EGM.

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 8 Sep 2025.).

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, Zhu Pengyun

IV. Specific Operating Procedures for Online Voting

At the EGM, 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 EGM 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 are requested to cooperate with the staff in registration and attend the meeting on time.

VI. Reference Documents

Resolution of the 6th Meeting of the 7th Session of the Board of Directors (signed by the directors present and sealed by the Board of Directors).

Board of Directors of GEM Co., Ltd.

21 Aug 2025

Appendix 1:

Specific 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. 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 SZSE

1. Voting time: Trading hours on 11 Sep 2025, i.e., 9:15 to 9:25, 9:30 to 11:30, and 13:00 to 15:00 (Beijing Time, UTC+8).
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 SZSE

1. The time of voting through the Internet voting system is from 9:15 to 15:00 on 7 Mar 2025.
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 4th Extraordinary General Meeting of GEM Co., Ltd. in 2025 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 EGM are as follows:

Code	Name	Notes	Voting opinions		
		Columns ticked in this column can be voted on	For	Against	Abstain
100	General proposal: All proposals except cumulative voting proposals	√			
Non-cumulative voting proposal					
1.00	<i>Proposal on Amending the Articles of Association and Relevant Rules of Procedure and the Corresponding Business Registration</i>	√			
2.00	<i>Proposal on Amending and Establishing Certain Internal Governance Policies of the Company</i>	√ Number of Sub-Proposals Subject to Voting: (7)			
2.01	<i>Working System for Independent Directors</i>	√			
2.02	<i>Internal Control and Decision-Making Policy for Related-Party Transactions</i>	√			

2.03	<i>Administrative Measures for the Use of Proceeds</i>	√			
2.04	<i>Remuneration Management Policy for Directors and Senior Management</i>	√			
2.05	<i>Management Policy for Industrial Chain Equity Investments (including Strategic Equity Investments in Securities)</i>	√			
2.06	<i>Management Policy for Foreign Exchange Derivative Trading Business</i>	√			
2.07	<i>Policy on the Selection and Appointment of Accounting Firms</i>	√			
3.00	<i>Proposal on the Issuance of H-Shares and Listing on the Main Board of The Stock Exchange of Hong Kong Limited ("HKSE")</i>	√			
4.00	<i>Proposal on the Scheme for the Issuance of H-Shares and Listing on the Main Board of HKSE</i>	√ Number of Sub-Proposals Subject to Voting: (9)			
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4.02	<i>Timing of Issuance and Listing</i>	√			
4.03	<i>Method of Issuance</i>	√			
4.04	<i>Offering Size</i>	√			
4.05	<i>Pricing Method</i>	√			
4.06	<i>Target Investors</i>	√			
4.07	<i>Offering Principles</i>	√			
4.08	<i>Place of Listing</i>	√			
4.09	<i>Underwriting Arrangement</i>	√			
5.00	<i>Proposal on the Plan for the Use of Proceeds from the H-Share Issuance</i>	√			
6.00	<i>Proposal on the Validity Period of the Resolutions Regarding the H-Share Issuance and Listing</i>	√			
7.00	<i>Proposal on Requesting the Shareholders' General Meeting to</i>	√			

	<i>Grant a General Mandate to the Board of Directors and its Authorized Persons to Handle All Matters Related to the H-Share Issuance and Listing</i>				
8.00	<i>Proposal on the Distribution Plan for Accumulated Profits Prior to the H-Share Issuance</i>	√			
9.00	<i>Proposal on Amending the Articles of Association and Related Rules of Procedure in connection with the H-Share Issuance and Listing</i>	√			
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11.00	<i>Proposal on the Election of Additional Independent Directors to the 7th Session of the Board of Directors of the Company</i>	√			
12.00	<i>Proposal on the Division of Roles and Responsibilities of Directors</i>	√			
13.00	<i>Proposal on Procuring Directors' and Officers' (D&O) Liability Insurance and Prospectus Liability Insurance</i>	√			
14.00	<i>Proposal on the Appointment of Auditors for the H-Share Issuance and Listing</i>	√			
15.00	<i>Proposal on the Report on the Use of Proceeds from the Previous Fundraising</i>	√			
16.00	<i>Proposal on the Failure to Meet the Vesting Conditions for the Third Vesting Period of the 2022 Restricted Shares Incentive Plan and the Adjustment of the Repurchase Price and the Repurchase and Cancellation of Certain</i>	√			

	<i>Restricted Shares</i>				
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Special Note: Please indicate your voting instruction by placing a “V” in the appropriate box under “For”, “Against”, or “Abstain”. You may not give two or more instructions on the same resolution. If the principal fails to provide specific voting instructions for a resolution, or provides two or more instructions on the same resolution, the proxy shall be entitled to vote on that resolution at his/her own discretion.