

GEM Co., Ltd.

Notice of Convening the 5th Extraordinary General Meeting of 2025

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

I. Basic Information

1. Session: 5th Extraordinary General Meeting of 2025

2. Convener: Board of Directors

As reviewed and approved at the 8th Meeting of the 7th Session of the Board of Directors of the Company, it is decided that the 5th 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 3 November 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 3 November 2025.

(2) Online voting via the Internet of the SZSE is from 9:15 to 15:00 on 3 November 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: 24 October 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 x October 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, High-tech Zone, Jingmen City, Hubei Province)

II. Matters for Deliberation

1、 Coding Table of Proposals of the EGM:

Code	Name	Type	Notes
			Columns ticked in this column can be voted on
100	<i>General proposal: All proposals except cumulative voting proposals</i>	<i>Non-cumulative voting proposals</i>	√
1.00	<i>“Proposal on the capital increase and share expansion of wholly-owned subsidiaries to implement equity reorganization and related transactions”</i>	<i>Non-cumulative voting proposals</i>	√
2.00	<i>“Proposal on Financial Assistance During the Transitional Period for the Capital Increase and Expansion of Our Fully-Owned Subsidiary Company”</i>	<i>Non-cumulative voting proposals</i>	√
3.00	<i>“Proposal on the Estimated Increase in Routine Transactions for the Year 2025”</i>	<i>Non-cumulative voting proposals</i>	√
4.00	<i>“Proposal on Changing the Registered Address, Amending the 'Company Charter' and Completing the Business Registration Changes”</i>	<i>Non-cumulative voting proposals</i>	√

2、 The proposals No. 4.00 was reviewed and approved at the 8th meeting of the 7th Session of the Board of Directors of the Company on 13 October 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>).

3、 The Proposals No. 4.00 is a special resolution that requires approvals by over 2/3 of the voting rights held by shareholders (including shareholder proxies) present at the EGM.

4、 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 28 October 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 28 October 2025.).

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

Address: 43rd Floor, Satcom Tower, No. 88, Baoxing Road, Haiwang Community, Xin'an Sub-district, Bao'an District, Shenzhen, P.R. China

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. Reference Documents

Resolution of the 8th 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.

13 October 2025

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 3 November 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 3 November 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 5th 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	<i>General proposal: All proposals except cumulative voting proposals</i>	√			
Non-cumulative voting proposal					
1.00	<i>Proposal on the capital increase and share expansion of wholly-owned subsidiaries to implement equity reorganization and related transactions</i>	√			
2.00	<i>“Proposal on Financial Assistance During the Transitional Period for the Capital Increase and Expansion of Our Fully-Owned Subsidiary Company”</i>	√			
3.00	<i>“Proposal on the Estimated Increase in Routine Transactions for the Year 2025”</i>	√			
4.00	<i>“Proposal on Changing the Registered Address, Amending the 'Company Charter' and Completing the Business Registration Changes”</i>	√			

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.