

GEM Co., Ltd.

Notice of Convening 5th Extraordinary General Meeting of 2022

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

According to the 11th Meeting of the 6th Board of Directors of GEM Co., Ltd. (hereinafter referred to as the "Company") held on 28 Oct 2022, it is decided that the 5th Extraordinary General Meeting (EGM) of the Company in 2022 will be held on 9 DEC 2022 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: 5th Extraordinary General Meeting of 2022
2. Convener: Board of Directors

As reviewed and approved at the 11th Meeting of the 6th Board of Directors of the Company, it is decided that the 5th Extraordinary General Meeting of 2022 will be held.

3. Legality and compliance of the convening of the meeting: The convening of the extraordinary 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 9 DEC 2022.

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 9 DEC 2022.

(2) Online voting via the Internet of the Shenzhen Stock Exchange is from 9:15 to 15:00 on 9 DEC 2022.

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 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: 1 DEC 2022

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 1 DEC 2022 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 the Company (20/F, Block A, Rongchao Binhai Building, Haixiu Road, Baoan District, Shenzhen).

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 Providing Guarantees for the Investee Company in Respect of Its Application for Credits and on the Related Party Transaction</i>	√
2.00	<i>Proposal on Revising the <u>Articles of Association</u> and Performing business change registration</i>	√
3.00	<i>Proposal on Revising the <u>Independent Directors Working Guidelines</u></i>	√
4.00	<i>Proposal on Revising the <u>Internal Control and Decision-making Guidelines for related-party transactions</u></i>	√
5.00	<i>Proposal on Revising the <u>Management Guidelines for Raising Funds</u></i>	√

The above proposals have been approved at the 11th Meeting of the 6th Board of Directors and the 10th Meeting of the 6th Board of Supervisors of the Company held on 28 OCT 2022, 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. 1 and No. 2 above are special resolutions and require the approval of at least 2/3 of shareholders (including proxies) with voting rights present at the EGM. In deliberating proposals No. 1 above, the related shareholders shall withdraw from voting.

In accordance with the requirements of 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 (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 5 DEC 2022

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 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 5 DEC 2022).

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 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 shall assist the staff in registration and attend the meeting on time.

VI. Reference Documents

Resolution of the 11th 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.

28 October 2022

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 EGM 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 9 DEC 2022, 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 9 DEC 2022.
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 2022 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 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 Providing Guarantees for the Investee Company in Respect of Its Application for Credits and on the Related Party Transaction</i>	√			
2.00	<i>Proposal on Revising the <u>Articles of Association</u> and Performing business change registration</i>	√			
3.00	<i>Proposal on Revising the <u>Independent Directors Working Guidelines</u></i>	√			
4.00	<i>Proposal on Revising the <u>Internal Control and Decision-making Guidelines for related-party transactions</u></i>	√			
5.00	<i>Proposal on Revising the <u>Management Guidelines for Raising Funds</u></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.