

IRICO GROUP NEW ENERGY COMPANY LIMITED

RULES OF PROCEDURE FOR GENERAL MEETINGS

CHAPTER I GENERAL PROVISIONS

- Article 1** These Rules of Procedure for General Meetings (the “**Rules**”) is formulated in accordance with the provisions of the Company Law of the People’s Republic of China (the “**Company Law**”), the Securities Law of the People’s Republic of China (the “**Securities Law**”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Main Board Listing Rules**”), and the Articles of Association of IRICO Group New Energy Co., Ltd. (the “**Articles of Association**”), with a view to ensuring the lawful exercise of powers by the General Meeting of IRICO Group New Energy Co., Ltd. (the “**Company**”), regulating the procedures for the convening, holding, and voting at General Meetings of the Company (the “**General Meetings**”), improving the efficiency of deliberation, and safeguarding the legitimate rights and interests of shareholders.
- Article 2** The procedures for convening, conducting, and making resolutions at the General Meetings shall be governed by the Rules.
- Article 3** The Company shall convene its General Meetings in strict compliance with the Company Law, other relevant laws and administrative regulations, the securities regulatory rules of the place where the Company’s shares are listed, and the Articles of Association, so as to ensure that the shareholders can exercise their rights in accordance with the law.
- The Board of Directors, the Audit Committee, and the relevant shareholders of the Company shall diligently perform their duties and convene General Meetings in accordance with the procedures stipulated in the Rules. All Directors shall fulfill their duties with due diligence to ensure the proper convening of General Meetings and the lawful exercise of their authority.
- Article 4** General Meetings shall be classified into annual general meeting and extraordinary general meeting. The annual general meeting shall be held once each financial year and shall be convened within six months following the end of the previous financial year. The extraordinary general meeting shall be convened within two months upon the occurrence of any of the circumstances set forth in Article 52 of the Articles of Association.

Article 5 The General Meeting shall exercise its authority within the scope prescribed by the Company Law and the Articles of Association. Matters to be discussed and resolved by the General Meeting shall be determined in accordance with the provisions of the Company Law, the Securities Law, and the Articles of Association. The annual general meeting may deliberate on any matter falling within the scope of authority of the General Meeting as stipulated in the Articles of Association.

Article 6 Shareholders holding shares of the Company on the record date are entitled to attend the General Meeting in person or by proxy, and enjoy various rights such as the right to information, the right to speak, the right to inquire, and the right to vote in accordance with the law.

CHAPTER II FUNCTIONS AND POWERS OF THE GENERAL MEETING

Article 7 The General Meeting of the Company shall be composed of all shareholders and serves as the power body of the Company.

Article 8 The General Meeting shall exercise the following functions and powers:

- (1) to elect and replace non-employee Directors and decide on matters concerning the remuneration of Directors;
- (2) to consider and approve the reports of the Board of Directors;
- (3) to consider and approve the Company's profit distribution plan and plan for making up losses;
- (4) to make resolutions on any increase or decrease in the registered capital of the Company;
- (5) to make resolutions on the issuance of corporate bonds;
- (6) to make resolutions on the merger, division, dissolution, liquidation, or change of corporate form of the Company;
- (7) to amend the Articles of Association;
- (8) to make resolutions on the appointment, dismissal, and remuneration of the accounting firm engaged for the audit of the Company's business;

- (9) to consider matters relating to the purchase or sale of major assets by the Company within one year exceeding thirty percent (30%) of the Company's total audited assets as of the most recent period;
- (10) to consider and approve any change in the use of proceeds;
- (11) to consider share incentive plans and employee stock ownership plans;
- (12) to consider such other matters as required to be decided by the General Meeting by laws, administrative regulations, departmental rules, the Articles of Association, or the securities regulatory rules of the place where the Company's shares are listed.

The General Meeting may authorize the Board of Directors to make resolutions on the issuance of corporate bonds. The specific implementation of corporate bond issuance matters, whether resolved by the General Meeting or by the Board of Directors under the authorization of the General Meeting, shall comply with the provisions of laws, administrative regulations, and The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

Unless otherwise provided by laws, administrative regulations, or the securities regulatory rules of the place where the Company's shares are listed, the authority of the General Meeting described in the first paragraph of this article shall not be exercised by the Board of Directors or any other institution or individual through authorization.

CHAPTER III CONVENING OF GENERAL MEETINGS

Article 9 The Board of Directors shall convene the General Meeting within the time limit prescribed by Rules.

Article 10 Upon the consent of a majority of all independent non-executive Directors, the independent non-executive Directors shall have the right to propose to the Board of Directors the convening of an extraordinary general meeting. With respect to a proposal made by independent non-executive Directors to convene an extraordinary general meeting, the Board of Directors shall, in accordance with the provisions of laws, administrative regulations, and the Articles of Association, provide a written response within ten (10) days upon receipt of the proposal, indicating its agreement or disagreement to convene the extraordinary general meeting.

If the Board of Directors agrees to convene the extraordinary general meeting, it shall issue a notice convening the General Meeting within ten (10) days after the relevant Board resolution is adopted.

If the Board of Directors disagrees to convene the extraordinary general meeting, it shall provide reasons for such disagreement and make an announcement.

Article 11 Where the Audit Committee proposes to the Board of Directors the convening of an extraordinary general meeting, such proposal shall be submitted to the Board of Directors in writing. The Board of Directors shall, in accordance with the law, administrative regulations and the Articles of Association, provide a written response within ten (10) days upon receipt of the proposal, indicating its agreement or disagreement to convene the extraordinary general meeting.

If the Board of Directors agrees to convene the extraordinary general meeting, a notice convening the General Meeting shall be issued within ten (10) days after the relevant Board resolution is adopted. Any change to the original proposal in the notice shall be subject to the consent of the Audit Committee.

If the Board of Directors disagrees with convening the extraordinary general meeting, or fails to provide a response within ten (10) days upon receipt of the proposal, the Board of Directors shall be deemed unable to perform or has failed to perform its duty to convene the General Meeting. In such case, the Audit Committee may convene and preside over the General Meeting on its own.

Article 12 Where a shareholder or shareholders holding, individually or in aggregate, ten percent (10%) or more of the Company's voting shares request the Board of Directors to convene an extraordinary general meeting, such request shall be submitted to the Board of Directors in writing. The Board of Directors shall, in accordance with the law, administrative regulations and the Articles of Association, provide a response within ten (10) days upon receipt of the request, indicating its agreement or disagreement to convene the extraordinary general meeting.

If the Board of Directors agrees to convene the extraordinary general meeting, a notice convening the General Meeting shall be issued within ten (10) days after the relevant Board resolution is adopted. Any change to the original request in the notice shall be subject to the consent of the relevant shareholders.

If the Board of Directors disagrees with convening the extraordinary general meeting, or fails to provide a response within ten (10) days upon receipt of the request, the shareholders holding, individually or in aggregate, ten percent (10%) or more of the Company's voting shares may submit a written request to the Audit Committee to convene an extraordinary general meeting.

If the Audit Committee agrees to convene the extraordinary general meeting, it shall issue a notice convening the General Meeting within ten (10) days upon receipt of the request. Any change to the original request in the notice shall be subject to the consent of the relevant shareholders.

If the Audit Committee fails to issue the notice convening the General Meeting within the specified time limit, it shall be deemed that the Audit Committee has failed to convene and preside over the General Meeting. In such case, the shareholders holding, individually or in aggregate, ten percent (10%) or more of the Company's voting shares for a continuous period of ninety (90) days or more may convene and preside over the General Meeting on their own.

Article 13 Where the Audit Committee or shareholders decide to convene a General Meeting on their own, they shall provide written notice to the Board of Directors and simultaneously file a record with the stock exchange of the place where the Company's shares are listed.

The Audit Committee or the convening shareholders shall submit relevant supporting documentation to the stock exchange of the place where the Company's shares are listed upon issuance of the notice convening the General Meeting and upon publication of the announcement of the resolutions of the General Meeting.

Prior to the announcement of the resolutions of the General Meeting, the shareholding percentage of the convening shareholders shall not fall below ten percent (10%).

Article 14 For a General Meeting convened by the Audit Committee or shareholders on its/their own, the Board of Directors and the Secretary to the Board of Directors shall provide full cooperation.

Article 15 Where a General Meeting is convened by the Audit Committee or shareholders on its/their own, the necessary expenses for such meeting shall be borne by the Company.

CHAPTER IV PROPOSALS AND NOTICE OF GENERAL MEETINGS

Article 16 The content of a proposal at the General Meeting shall fall within the scope of authority of the General Meeting, have a clear topic and specific matter for resolution, and comply with the provisions of laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association.

Article 17 For a General Meeting convened by the Company, the Board of Directors, the Audit Committee, and any shareholders holding individually or in aggregate one percent (1%) or more of the Company's shares shall have the right to submit proposals to the Company.

Shareholders holding, individually or in aggregate, one percent (1%) or more of the Company's shares may submit an interim proposal in writing to the convener no later than ten (10) days prior to the date of the General Meeting. The convener shall, within two (2) days after receipt of such interim proposal, issue a supplementary notice of the General Meeting announcing the content of the interim proposal and submit such interim proposal to the General Meeting for review, unless the interim proposal violates laws, administrative regulations, or the provisions of the Articles of Association, or falls outside the scope of authority of the General Meeting.

Except for the circumstances stipulated in the preceding paragraph, the convener shall not modify the proposals already listed in the notice of the General Meeting or add new proposals after issuing the notice.

Proposals not listed in the notice of the General Meeting or not in compliance with the provisions of Article 16 of the Rules shall not be voted on or resolved by the General Meeting.

Article 18 The convener shall notify each shareholder in writing (including by way of announcement) at least twenty (20) days prior to the date of the annual general meeting. Each shareholder shall be notified in writing (including by way of announcement) at least fifteen (15) days prior to the date of the extraordinary general meeting.

When calculating the aforementioned notice periods, the date on which the meeting is to be held shall not be included.

Article 19 The notice of the General Meeting shall include the following contents:

- (1) the time, venue and duration of the meeting;
- (2) the matters and proposals to be considered and voted on at the meeting;
- (3) a clear statement indicating that all holders of ordinary shares, holders of shares with special voting rights, and other shareholders are entitled to attend the meeting, and may appoint a proxy in writing to attend and vote on their behalf, and that such proxy need not be a shareholder of the Company;
- (4) the record date for determining the shareholders entitled to attend the meeting;
- (5) the voting time and procedures for any other voting methods (if any, the same below);
- (6) any other requirements as stipulated by laws and regulations, the securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association.

Article 20 The notice and any supplementary notice of the General Meeting shall fully and completely disclose the specific content of all proposals, as well as all information or explanations necessary to enable shareholders to make informed judgments on the matters to be discussed.

Article 21 Where the election of Directors is to be considered at a General Meeting, the notice of such meeting shall fully disclose detailed information on the candidate for directorship, which shall include at least the following contents:

- (1) personal information including educational background, professional experience, and part-time positions;
- (2) whether there exists any connected relationship with the Company or its controlling shareholders and de facto controllers;
- (3) the number of shares in the Company held by the candidate;
- (4) whether the Company has been punished by the China Securities Regulatory Commission and other competent authorities of the Chinese government, punished in accordance with the laws of the Hong Kong Special Administrative Region, or punished or disciplined by the securities regulatory authority of the place where the Company's shares are listed;
- (5) any other information required by laws and regulations, the securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association.

Article 22 After the notice of a General Meeting has been issued, the General Meeting shall not be postponed or cancelled without justifiable reasons, and no proposal stated in the notice shall be withdrawn. If postponement or cancellation does occur, the convener shall make an announcement before the originally scheduled meeting date stating the reasons. However, the record date for determining the shareholders entitled to attend the General Meeting, as specified in the original notice, shall not be changed.

If the securities regulatory rules of the place where the Company's shares are listed contain specific provisions regarding the procedures for postponing or cancelling a General Meeting, such provisions shall prevail.

CHAPTER V CONVENING OF THE GENERAL MEETING

Article 23 The General Meeting shall be held at the Company's domicile or at the venue specified in the meeting notice.

A meeting venue shall be arranged for the General Meeting and the meeting shall be convened in the form of an on-site meeting. In addition to convening an on-site meeting at a designated venue, it can also be held simultaneously through video, telephone or other electronic communication methods with equivalent effects.

Article 24 All shareholders registered on the record date are entitled to attend the General Meeting. Neither the Company nor the convener may refuse such attendance for any reason.

A shareholder attending the General Meeting shall register in accordance with the requirements specified in the meeting notice. A shareholder who has not completed registration but holds valid proof of shareholding may attend the General Meeting but shall not have the right to vote.

A shareholder may attend the General Meeting in person or appoint a proxy to attend and vote on his/her behalf. Each shareholder shall have the right to appoint one proxy, and such proxy need not be a shareholder of the Company. If the shareholder is a legal entity, it may appoint one proxy to attend and vote at the General Meeting. If such corporate shareholder has appointed an agent to attend the General Meeting, it shall be deemed to have attended in person.

Article 25 An individual shareholder attending the General Meeting in person shall present his/her valid identification document or other valid certificate or proof evidencing his/her identity. A proxy attending the General Meeting on behalf of a shareholder shall present his/her own valid identification document and a power of attorney duly executed by the appointing shareholder.

A corporate shareholder shall be represented at the General Meeting by its legal representative or a proxy appointed by such legal representative. If the legal representative attends the General Meeting, he/she shall present his/her identification document and valid proof of his/her qualification as the legal representative. If a proxy attends the General Meeting, the proxy shall present his/her identification document and a written power of attorney duly issued by the legal representative of the corporate shareholder in accordance with the law (except where the shareholder is a recognized clearing house as defined by any relevant ordinances from time to time in force in Hong Kong or the securities regulatory rules of the place where the Company's shares are listed, or its nominee (the "**Recognized Clearing House**")).

If the shareholder is a Recognized Clearing House (or its nominee), the Recognized Clearing House may authorize one or more persons whom it considers appropriate to act as its representative(s) at any General Meeting or any meeting of creditors; provided that if more than one person is authorized, the power of attorney shall specify the number and class of shares in respect of which each such person is so authorized. A person so authorized may exercise the rights of the Recognized Clearing House (without presenting proof of shareholding, notarized authorization and/or further evidence of his/her formal authorization) as if such person was an individual shareholder of the Company.

Article 26 A power of attorney executed by a shareholder for appointing a proxy to attend a General Meeting shall specify the following contents:

- (1) the name of the appointing shareholder and the class and number of shares held by he/she in the Company;
- (2) the name of the proxy;
- (3) the matters for which the proxy is appointed and the scope of authorization, including the specific instructions of the shareholder on how to vote (for, against, or abstain) on each proposed resolution to be considered at the General Meeting;
- (4) the date of issuance and the term of validity of the power of attorney; and
- (5) the signature (or seal) of the appointing shareholder. If the appointing shareholder is a corporate shareholder, the power of attorney shall be affixed with the seal of such legal entity.

Article 27 Where a power of attorney for proxy voting is executed by a person authorized by the appointing shareholder, the power of attorney or other authorization document authorized for signing shall be notarized. Both the notarized authorization document (or other authorization document) and the power of attorney for proxy voting shall be deposited at the Company's domicile or such other place as specified in the notice convening the General Meeting.

If the appointing shareholder is a legal entity, it shall be represented at the General Meeting by its legal representatives or by persons authorized through a resolution of its Board of Directors or other governing body.

Article 28 When the General Meeting requires Directors and senior management to attend the meeting, such Directors and senior management shall attend and respond to shareholders' inquiries. However, under any of the following circumstances, the relevant Director or senior management member may decline to respond to an inquiry, provided that the reasons shall be explained to the inquirers:

- (1) the inquiry is irrelevant to the agenda of the current meeting;
- (2) the matter inquired about is subject to further investigation;
- (3) the response would involve disclosure of the Company's trade secrets, which cannot be disclosed at the General Meeting;
- (4) responding to the inquiry would cause significant harm to the common interests of shareholders; or
- (5) other material reasons.

Article 29 The General Meeting shall be presided over by the Chairman of the Board. If the Chairman is unable or fails to perform such duty, a Director elected by a majority of the Directors present at the meeting shall preside.

A General Meeting convened by the Audit Committee on its own initiative shall be presided over by the convener of the Audit Committee. If the convener of the Audit Committee is unable or fails to perform such duty, a member of the Audit Committee elected by a majority of the Audit Committee members present at the meeting shall preside.

A General Meeting convened by shareholders on their own initiative shall be presided over by the convener or a representative elected by such convener.

If, during the convening of a General Meeting, the presiding person violates the Rules and makes it impossible for the meeting to proceed, with the consent of a majority of the shareholders with voting rights present at the General Meeting, the General Meeting may elect one person to serve as the presiding person of the meeting and continue the meeting.

- Article 30** At the annual general meeting, the Board of Directors shall present a report to the General Meeting on its work during the preceding year.
- Article 31** The presiding person shall, prior to any vote, announce the number of shareholders and proxies present at the meeting and the total number of voting shares they represent. The number of shareholders and proxies present at the meeting and the total number of voting shares they represent shall be determined based on the meeting registration records.
- Article 32** The Board of Directors and other conveners shall take necessary measures to ensure the normal order of the General Meeting. Except for shareholders, Directors, the Secretary to the Board of Directors, senior management, and other persons invited by the Board of Directors who are present at the Meeting, the Company has the right to refuse entry to any other persons in accordance with the law. The Company shall take measures to stop any conduct that disrupts the order of the General Meeting, provokes trouble, or infringes upon the lawful rights and interests of other shareholders, and shall report such conduct to the relevant authorities for investigation and handling.
- Article 33** The convener shall ensure that the General Meeting proceeds continuously until final resolutions are adopted. Should the General Meeting be suspended or become unable to adopt resolutions due to force majeure or other exceptional circumstances, necessary measures shall be taken to either resume the General Meeting as soon as practicable or terminate the current General Meeting forthwith, and a timely announcement shall be made. Concurrently, the convener shall report such incident to the stock exchange of the place where the Company's shares are listed.

CHAPTER VI VOTING AND RESOLUTIONS OF THE GENERAL MEETING

- Article 34** Shareholders shall exercise their voting rights based on the number of voting shares they represent. Each share shall carry one vote.
- Shares held by the Company in itself shall not carry voting rights, and such shares shall not be counted in the total number of voting shares present at the General Meeting.

If any shareholder who may not exercise any voting rights or shall only vote for or against a particular resolution under the Main Board Listing Rules casts a vote, in person or by proxy the vote of such shareholder in violation of the above limitation and restriction shall not be taken into account when determining the voting results.

Shares acquired in violation of the provisions of the Articles of Association shall not carry voting rights for thirty-six (36) months following their acquisition, and shall not be counted in the total number of voting shares present at the General Meeting.

Article 35 Voting at the General Meeting shall be conducted by means of a poll.

Article 36 Where a shareholder has a connected relationship with a matter to be considered at the General Meeting, such shareholder shall abstain from voting. The voting shares held by such shareholder shall not be counted in the voting shares.

Article 37 The Board of Directors of the Company, independent non-executive Directors and shareholders holding one percent (1%) or more of the voting shares may publicly solicit voting rights from shareholders. Any solicitation of proxies shall fully disclose detailed voting intentions and other relevant information to the solicited shareholders. It is prohibited to solicit shareholders' voting rights in a paid or disguised paid manner. Except for the legal conditions, the Company shall not impose a minimum shareholding ratio limit on the solicitation of voting rights.

Article 38 Resolutions of the General Meeting shall be classified as ordinary resolutions and special resolutions.

An ordinary resolution of the General Meeting shall be adopted by a majority of the voting rights held by shareholders present at the meeting.

A special resolution of the General Meeting shall be adopted by two-thirds or more of the voting rights held by shareholders present at the meeting.

Article 39 The following matters shall be adopted by the General Meeting by ordinary resolutions:

- (1) the work report of the Board of Directors;
- (2) the profit distribution plan and the plan for making up losses prepared by the Board of Directors;
- (3) the appointment, removal, remuneration, and payment methods for members of the Board of Directors; and
- (4) any other matters not required by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association to be adopted by special resolutions.

Article 40 The following matters shall be adopted by the General Meeting by special resolutions:

- (1) any increase or decrease in the registered capital of the Company;
- (2) the division, spin-off, merger, dissolution and liquidation of the Company;
- (3) the amendments to the Articles of Association of the Company;
- (4) any purchase or sale of major assets by the Company within one year exceeding thirty percent (30%) of the total audited assets of the Company as of the most recent period;
- (5) share incentive plans; and
- (6) any other matters required by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association to be adopted by special resolutions, as well as other matters which the General Meeting determines by an ordinary resolution will have a material impact on the Company and therefore require adoption by a special resolution.

- Article 41** The list of Director candidates shall be submitted to the General Meeting for voting in the form of proposals. The General Meeting shall vote on all proposals one by one. Where there are different proposals on the same matter, they shall be voted on separately in the order in which they were submitted. Except where the General Meeting is suspended or unable to adopt resolutions due to force majeure or other special reasons, the General Meeting shall not postpone or refuse to vote on any proposal.
- Article 42** When voting, shareholders (including a shareholder's proxies) with two or more votes are not required to cast all their votes in favor or against.
- Article 43** When a proposal is under consideration at a General Meeting, it shall not be amended. Otherwise, the relevant amendment shall be treated as a new proposal and shall not be voted upon at the same meeting.
- Article 44** The same voting right can only be exercised either on-site or by other means of voting. If the same voting right is exercised repeatedly, the result of the first vote shall prevail.
- Article 45** Shareholders present at the General Meeting shall, with respect to proposals submitted for voting, indicate one of the following opinions: for, against, or abstain.
- Ballots that are left blank, filled out incorrectly, illegible, or not cast shall be deemed as the voter having abstained from exercising voting rights. The voting rights represented by the shares held by such voter shall be counted as "abstain".
- Article 46** The General Meeting shall appoint its auditor, share registrar, or an external accountant qualified to serve as an auditor to act as the scrutineer for the vote counting, and shall disclose the identity of the scrutineer in the announcement.
- Article 47** If the presiding person has any doubt regarding the outcome of a resolution submitted for voting, he/she may organize a count of the votes cast. If the presiding person does not count, any shareholder or proxy present at the meeting who has an objection to the result announced by the presiding person shall have the right to demand a vote count immediately after the announcement of the voting result, and the presiding person shall immediately organize the vote count.

Article 48 Resolutions of the General Meeting shall be announced in a timely manner. The content of the announcement shall comply with the provisions of the Main Board Listing Rules.

CHAPTER VII RECORDS AND ANNOUNCEMENTS OF THE GENERAL MEETING

Article 49 Minutes of the General Meeting shall be prepared. The Secretary to the Board of Directors or his/her authorized representative shall be responsible for recording the minutes, which shall be signed by the Directors present, the Secretary to the Board of Directors, the convener or his/her representative, and the presiding person, who shall ensure the content of the minutes is true, accurate, and complete. The minutes shall be kept together with the attendance register of shareholders present in person, powers of attorney for proxies, and other valid materials of the voting situation by other means. These documents shall be retained for a period of not less than ten (10) years.

Article 50 The minutes of the General Meeting shall be complete and truthful. The minutes shall include the following contents:

- (1) the date, venue, agenda, and the name of the convener of the meeting;
- (2) the number of shareholders present at the meeting, the number of shares they hold with voting rights, and the proportion they account for in the total number of shares of the Company;
- (3) the name of the presiding person, Directors, the Secretary to the Board of Directors, and senior management present at or attending the meeting;
- (4) the consideration process, key points of discussion, and voting results for each proposal;
- (5) inquiries or suggestions raised by shareholders and corresponding responses or explanations;
- (6) the names of the vote counters and scrutineers; and
- (7) any other contents required to be included in the minutes pursuant to the Articles of Association.

- Article 51** After the General Meeting, the Secretary to the Board of Directors shall disclose an announcement of the resolutions of the General Meeting in accordance with the relevant provisions of the Main Board Listing Rules.
- Article 52** Resolutions made on shareholders' proposals shall specify the names or designations of the proposing shareholders, their shareholding ratios and the content of the proposals.
- Article 53** Where a proposal is not passed or where the current General Meeting changes the resolution of the previous General Meeting, a special notice shall be made in the announcement of the resolution.
- Article 54** The resolutions formed by the General Meeting shall be implemented by the Board of Directors, who shall, in accordance with the contents of the resolutions, entrust the Company's management to organize relevant personnel for specific implementation and handling.
- Article 55** Where a proposal concerning the election of Directors is passed by the General Meeting, the newly elected Director(s) shall assume office upon the adoption of the relevant resolution, unless otherwise specified in the resolution of the General Meeting. Any such alternative arrangement shall comply with applicable laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association.
- Article 56** Where a proposal concerning the distribution of cash dividends, bonus issues, or capitalisation of capital reserve is passed by the General Meeting, the Company shall implement the specific plan within two months after the General Meeting. If the specific plan cannot be implemented within two months due to the requirements of applicable laws, regulations, or the securities regulatory rules of the place where the Company's shares are listed, the implementation date may be adjusted accordingly based on such requirements and the actual circumstances.

CHAPTER VIII SUPPLEMENTARY PROVISIONS

- Article 57** Matters not provided for in the Rules shall be governed by the relevant provisions of the Company Law, the Securities Law, and the Articles of Association.
- Article 58** The Rules, being an appendix to the Articles of Association, shall be formulated and amended by the Board of Directors, and shall take effect after being considered and approved by the General Meeting. The Board of Directors of the Company shall have the authority to interpret these Rules.
- Article 59** For the purpose of the Rules, the terms “or more” and “within” shall be inclusive, and the terms “over” and “below”, shall be exclusive.
- Article 60** Upon the effectiveness of the Rules, the original “Rules of Procedure for General Meeting of IRICO Group New Energy Co., Ltd.” shall be repealed simultaneously.