THE RULES OF PROCEDURES FOR BOARD MEETINGS OF CSC FINANCIAL CO., LTD.

(Passed at the 2025 fourth extraordinary general meeting of the Company on November 21, 2025)

Article 1 In order to regulate activities including the convening of meetings, the consideration and passing of resolutions of the Board of Directors of CSC Financial Co., Ltd. (the Company), and to ensure the work efficiency and a logical decision-making of the Board of Directors, these rules of procedures have been formulated in accordance with the laws, administrative regulations, department rules, normative documents, including the Company Law of the People's Republic of China (《中華人民共和國公司法》) (the Company Law), the Securities Law of the People's Republic of China (《中華人民共和國證券法》), the Regulations on the Administration Supervision of Securities Company (《證券公司監督管理條例》), the Code of Corporate Governance for Securities Companies (《證券公司治理準則》), the Guidelines on Articles of Association of Listed Companies (《上市公司章程指引》), the Standards of Corporate Governance for the Listed Companies (《上市公司治理準則》) and the Measures for the Administration of Independent Directors of Listed Companies (《上市公司獨立董事管理辦法》), as well as the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (《香港聯合交易所有限公司證券上市規則》) (the Hong Kong Listing Rules), and the Articles of Association of CSC Financial Co., Ltd. (the Articles of Association).

Article 2 The Board of Directors shall exercise its functions and powers pursuant to laws, administrative regulations, departmental rules, normative documents, the Hong Kong Listing Rules, the provisions of the Articles of Association and these rules.

The total number of Directors who concurrently hold senior management positions and the Director who is an Employee Representative shall not exceed one-half of the number of Directors.

Article 3 The Board shall carefully perform the duties and powers as required by relevant laws, administrative regulations, departmental rules, normative documents, the Hong Kong Listing Rules, the Articles of Association and these rules, and ensure that the Company treats all Shareholders fairly in compliance with the requirements of relevant laws and regulations, and concerns the interests of other stakeholders.

Article 4 The Board shall exercise its functions and powers within the scope as prescribed by the laws, regulations and the Articles of Association.

Article 5 The Board meetings include regular meetings and extraordinary meetings.

Regular meetings of the Board shall be held at least four times a year. The Board meetings shall be convened by the chairman of the Board by giving notice to all Directors fourteen days before the meeting is held.

If, after the written notice of a regular Board meeting has been despatched, it is necessary to change the time, place, or other details of the meeting or add, amend or cancel resolutions to the meeting, a written notice of change shall be despatched 3 days before the original designated date for convening the meeting, to explain reasons for the change of resolutions and provide contents and documents relating to the new resolutions. Where the notice of change is sent in less than 3 days in advance, the date of meeting shall be postponed accordingly or approved by all the Directors before a meeting can be held at an earlier date.

Article 6 The chairman shall convene an extraordinary meeting within ten days after receiving a proposition in any of the following cases:

(1) when the shareholders representing one-tenth or more of the voting rights propose a meeting;
(2) when the chairman deems necessary;
(3) when one-third or more of the Directors jointly propose a meeting;
(4) when more than half of the independent Directors propose a meeting;
(5) when the Audit Committee proposes a meeting;
(6) when the manager proposes a meeting;
(7) when the securities regulatory authority requires such a meeting to be held;
(8) when any of the other circumstances specified in the Articles of Association.

Article 7 Notice of an extraordinary meeting of the Board shall be given in writing to all Directors five days before the meeting. The requirement of period of notice in advance may be waived upon the unanimous consent of the Directors.

If, after the notice of a provisional Board meeting has been despatched, it is necessary to change the time, location, or other details of the meeting or add, amend or cancel proposal for the meeting, then it shall be necessary to seek the prior consent of all the Directors and make relevant records.

Should a Director attend the meeting without disputing the non-receipt of the notice of Board meeting prior to or at the meeting, such notice shall be deemed to have been issued to him.

If a substantial shareholder or a Director has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the matter shall be dealt with by a physical Board meeting rather than a written resolution. Independent Directors who, and whose close associates, have no material interest in the transaction should be present at that Board meeting. Subject to the compliance with the Company's constitutional documents and the laws and regulations of the place where the Company was incorporated, the Directors can be deemed as attending a Board meeting if they attend a meeting through electronic means such as telephone or video conference.

A Board meeting should be held to discuss the appointment and dismissal of the company secretary and the matter should be dealt with by a physical Board meeting rather than a written resolution.

Article 8 Board meetings shall be convened by way of on-site meeting, video-conference or teleconference in principle. Should an on-site meeting, video-conference or teleconference be unable to be held in case of emergency or owing to force majeure or other special reasons, it can be held by means of written communication.

Where a Board meeting is convened by way of written communication, sufficient background information of the resolution required for consideration by the Directors shall be provided or supplemented according to the requirements of the Directors when giving the meeting notice, in order to fully listen to the view of Directors on the resolutions and circulate the views to all Directors until final resolutions are reached.

The regular Board meeting shall not be convened by way of written circulation.

Article 9 Notices of the Board meetings shall be delivered to all the Directors, general managers and the secretary to the Board by hand, facsimile, electronic mail or other methods. In case of urgent situation that the interim meeting of the Board of Directors shall be convened as soon as possible, the meeting notice may be sent via telephone or in other oral forms, but the convener shall explain at the meeting.

Notice of a Board meeting shall include the following items:

(1) date, venue, and duration of the meeting;

(2) means to hold meeting;

(3) causes and topics of discussion;

(4) date of issuance of notice.

A verbal notice of meeting shall include at least the above items (1) and (2), and the explanation for a provisional meeting of the Board in the event of an emergency.

Article 10 The Board meeting shall not be convened unless more than one half of the Directors are present.

Article 11 The Board shall provide the Directors with sufficient information including the background information relating to the matters to be discussed at the meeting and relevant materials and data to facilitate the Directors' understanding of the Company's business development. These should be provided to the Directors at the same time as the delivery of the notice of the meeting; if that is impossible, these should be delivered to the Directors before the meeting. The Directors should carefully read the materials delivered by the Board, and prepare their opinions. Whenever more than half of the Directors present at the meeting or two independent Directors consider that the information provided is not sufficient or the discussion is not clear enough, they may jointly submit to the Board a request in writing to postpone the convention of the Board meeting or to postpone the discussion of such matters. The Board should accept such requests.

Article 12 Based on the agenda of the meeting, the Board can invite other persons relating to the subjects of the meeting to explain the relevant situations or to provide relevant opinions. Attendees who are not members of the Board shall not participate in the discussion or voting at the meeting. The General Manager and the Secretary of the Board who do not serve concurrently as Director shall attend Board meetings.

Article 13 The Company shall give prior notice to the Chief Compliance Officer where a Board meeting is to be convened. The Chief Compliance Officer has the right to observe the relevant meetings and inspect and reproduce relevant documents and information as necessary in performing his duties.

Article 14 Prior to the convening of the Board meetings, the Chairman of the Board or the presider of the meeting firstly announces the resolutions of the meeting, and then presides over the meeting in accordance with the meeting agenda. The Chairman of the Board or the presider of the meeting is entitled to determine the proceeding time of each of the resolutions, whether to stop the discussion, whether to jump to the next issue, etc. The Chairman of the Board or the presider of the meeting shall earnestly preside over the meetings, adequately listen to the opinions of attending Directors, control the progress of meeting, save time, and enhance the efficiency of proceedings and rationality of decision-making.

Article 15 Any issues not stated in the notice of the meeting shall not be resolved at the Board meetings. Under special circumstances, any new issues required to be added at the meeting for consideration and approval shall be unanimously agreed upon by all Directors attending the meeting for consideration and approval. Where a Director accepts the appointment by any other Director to attend the meeting of the Board on his/her behalf, he shall not vote on the proposal not included in the notice of the meeting on behalf of any other Directors.

Article 16 Directors attending the meeting shall perform proceedings within the scope of Directors, and shall not perform discussion with the personnel attending the meeting, unless the presider of the meeting decides to listen to the opinions and recommendations of the personnel attending the meeting in accordance with the opinions of Directors.

Article 17 Personnel attending the meeting shall not intervene with the proceedings of the Board, nor shall they affect the discussion, voting and resolution of the meeting.

Article 18 The presider of the meeting shall preside over the progress of the meeting in accordance with the attending Directors, but shall not change the meeting progress or meeting proceedings as affected by the attending personnel.

Article 19 Should there be confrontation of opinions leading to failure of voting, or in the event that the opinions in favour of and against are equal, the presider of the meeting shall not forcefully announce the resolution, but shall instead continue the proceedings or adjourn the meeting temporarily in accordance with the conditions of the meeting.

Article 20 The Board shall carefully consider and arrange for the resolutions of the general meeting. Resolutions made by the Board shall be submitted to the general meeting for consideration, whilst the general meeting shall be convened in a timely manner, immediately after the end of the Board meeting.

Article 21 Except for matters set out in the second paragraph of Article 24 and items (8), (9) and (15) of Article 134 of these Articles of Association which are required to be approved by voting by two-thirds or more of the Directors, other matters can be approved by voting by more than half of the Directors as resolutions of the Board of Directors.

As for the voting on a Board resolution, each Director shall have one vote only.

A Director may vote for, against or abstain from voting on a proposal. Each Director shall choose from one of the above options. In the event that a Director does not choose any option or chooses two or more options at the same time, the chairperson shall require the Director to reconsider his/her option, otherwise he/she shall be deemed as having abstained from voting; any Director who has left during the meeting without returning and has not casted his/her votes shall be deemed as having abstained from voting.

Article 22 If any Director as individual or any other enterprises for which he serves as is directly or indirectly connected with any existing or scheduled contracts, transaction or arrangement with the Company (excluding appointment contracts), the Director shall disclose to the Board the nature and extent of his connected relationship as soon as practicable, whether or not such connected matters require approval from the Board under normal circumstances.

Article 23 In the event that a Director of the Company notifies the Board in writing and declares that on the basis of contents of the notice, he/she will be interested in the contract, transaction or arrangement to be entered into by the Company before the Company first considers the relevant contract, transaction or arrangement, the relevant Director shall be deemed to have made a disclosure as required in article 22 of these rules.

Article 24 When a Director is related to companies or individuals which are the subject of a resolution to be decided at a Board meeting, the said Director shall promptly report the situation in writing to the Board of Directors. The related Director shall not vote on that resolution, and shall not vote on behalf of other Directors. Such Board meeting can be held if more than one half of the non-related Directors attend. Resolutions made by the Board meeting shall be passed by more than one half of the non-related Directors (resolutions involving the second paragraph of Article 24 and items (8), (9) and (15) of Article 134 of these Articles of Association shall be approved by voting by two-thirds or more of the non-related Directors). If less than three non-related Directors attend the Board meeting, the matter shall be submitted to the general meeting for consideration.

Unless the Director with connected relationship makes a disclosure to the Board as required in article 22 of these rules, and the Board approved the issue at the meeting, at which the Director is not counted into the quorum and has not voted, the Company is entitled to revoke such contract, transaction or arrangement, except where the counterparty is a bona fide third party.

Article 25 The Board meeting shall vote by way of a show of hands, disclosed ballot or other means of voting approved by the regulatory authority. Any resolution made by video-conference, teleconference, facsimile or other communication equipment in the Board meeting shall be signed by the voting Directors.

Article 26 The Directors shall attend a Board meeting in person. If a Director is unable to attend for any reasons, he/she may appoint another Director in writing to attend on his/her behalf. The authorized Director shall present authorization letters and exercise the voting right to the extent of the authorization given. The authorization letter shall contain the name of the representative, the matters represented, scope of authorization and validity period. It shall be signed or sealed by the principal. Where the proxy signs on behalf of the Director on the regular reports, the appointing Director shall specify such authorization in the form of proxy. The authorized Director shall submit the written form of proxy to the chairperson of the meeting, and explain proxy attendance in the attendance book. If a Director does not attend a Board meeting in person and does not appoint a representative to attend the meeting, he/she shall be deemed to have waived the voting rights in the meeting.

Article 27 Proxy attendance at Board meetings shall follow the principles below:

(1) where connected transactions are considered, a non-connected Director shall not appoint a connected Director to attend the meeting on his/her behalf, and a connected Director shall also not accept the appointment by a non-connected Director;

(2) an independent Director shall not appoint a Director who is not an independent Director to attend the meeting on his behalf, and a Director who is not an independent Director shall not accept the appointment by an independent Director;

(3) a Director shall not give any other Director carte blanche to attend the meeting and vote on his/her behalf without providing his/her own opinions and voting intent on the resolutions, nor shall the Director accept the carte blanche or any appointments that are not well defined;

(4) one Director shall not accept appointment by more than two Directors to attend a Board meeting, nor shall a Director appoint any other Director who has been appointed by two other Directors to attend a Board meeting and vote on his/her behalf.

Article 28 If any Director fails to attend in person or appoint other Directors as his representative to attend the Board meetings for two consecutive times, such Director shall be deemed to have failed to perform his duties, and the Board may propose to replace such Director at the general meeting or employee representative meeting.

Article 29 The Board of Directors shall keep minutes of its resolutions on the matters discussed at the meeting. The Directors, who attended the meeting and the recorder, shall sign on the minutes of that meeting.

The minutes of the Board meetings shall be kept as corporate archives for a period of no less than twenty years.

The Directors shall be responsible for the resolutions of the Board of Directors. Where a resolution of the Board of Directors is in violation of laws, administrative regulations or the Articles of Association, thereby causing serious losses to the Company, the Directors who took part in the resolution shall be liable for the damages suffered by the Company. However, where a Director can prove that he/she expressed his/her opposition to such resolution when it was put to the vote, and that such opposition was recorded in the minutes of the meeting, the Director shall be relieved from such liability.

Article 30 The minutes of the Board meeting shall include:

(1) the date, venue and the name of the convener of the meeting;
(2) the names of the Directors attending the meeting and the names of the Directors (proxies) appointed by other Directors to attend the meeting;
(3) the agenda of the meeting;
(4) the main points of the speeches of the Directors;
(5) the methods and results of the voting for each resolution (the voting results shall state the number of votes voting for, against, or in abstention).

Article 31 Unless specifically explained, the terms used in these rules shall have the same meanings as those in the Articles of Association.

Article 32 The expressions of "above", "within" shall include the figures mentioned whilst "over" shall not include the figures mentioned.

Article 33 These Rules are made by the Board. These Rules shall take effect from the date of the passing of a resolution at a general meeting of the Company.

Article 34 These rules shall be interpreted by the Board.

Article 35 Matters not covered by these rules of procedures shall be implemented in accordance with the requirements of relevant laws, administrative regulations, departmental rules, normative documents, the listing rules of the place where the shares of the Company are listed and the Articles of Association.