RELATED PARTY TRANSACTIONS POLICY

1. Introduction. Under SharonAI Holdings Inc.'s (the "**Company**") Code of Ethics and Business Conduct, employees, officers and directors must report to the Chief Financial Officer or Audit and Risk Management Committee any activity that would cause or appear to cause a conflict of interest on his or her part. The Board of Directors (the "**Board**") of the Company recognizes that certain transactions present a heightened risk of conflicts of interest or the perception thereof. Therefore, the Board has adopted this Related Party Transactions Policy (the "**Policy**") to ensure that all Related Party Transactions (as defined below) shall be subject to review and approval or ratification in accordance with the procedures set forth below, and to mitigate the risk of regulatory breaches and to prescribe expected standards of conduct to ensure that the Company and any entity, body corporate or trust managed or controlled by the Company (**Group**) complies with:

- its fiduciary duties, including to act in the best interests of shareholders;
- the *Corporations Act 2001* (Cth) (**Corporations Act**); and
- the ASX Listing Rules.

2. Definitions. For purposes of this Policy, the following terms shall have the following meanings:

"**Financial Benefit**" means:

(a) giving or providing Related Party finance or property;

(b) buying an asset from or selling an asset to a Related Party;

(c) leasing an asset from or to a Related Party;

(d) supplying services to or receiving services from a Related Party;

(e) issuing or allocating securities, or granting an option to a Related Party; and

(f) taking up or releasing an obligation of a Related Party.

"**Immediate Family Member**" means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law of a person, and any person (other than a tenant or an employee) sharing the household of such person.

"**Related Party**" means any of the following persons or entities in relation to the Group:

(a) any entity that controls the Company;

(b) any person who is or was (since the beginning of the last fiscal year for which the Company has filed an Annual Report on Form 10-K and proxy statement, even if such person does not presently serve in that role) an executive officer, director or nominee for director of the Company, any shareholder owning more than 5% of any class of the company's voting securities, or an Immediate Family Member of any such person;

(c) any entity which is controlled by a Related Party referred to in paragraph (a) or (b) (including a trust for which any Group entity acts in a trustee capacity);

(d) any entity or person which was a Related Party referred to in paragraph (a), (b) or (c) of the Company in the previous six months;

(e) any entity or person that believes it will become a Related Party of a kind referred to in paragraph (a), (b), (c) or (d) in the future; and

(f) any entity acting in concert with a Related Party.

"**Related Party Transaction**" means any transaction, arrangement or relationship, or any series of similar transactions, arrangements or relationships, in which a Financial Benefit is provided to a Related Party.

3. Procedures. It is the responsibility of the Audit and Risk Management Committee of the Board (the "**Committee**") to administer this Policy.

Prior to entering into a potential Related Party Transaction, the Related Party (or if the Related Party is an Immediate Family Member of an executive officer or director of the Company, such executive officer or director) shall notify the Company's Chief Financial Officer in writing of the facts and circumstances of the proposed transaction. The Chief Financial Officer will undertake an evaluation of whether the proposed transaction would constitute a Related Party Transaction that requires approval of the Committee and approval from shareholders in accordance with this policy, the Corporations Act and the ASX Listing Rules. In conducting this evaluation, the Chief Financial Officer may consult with other members of management and/or outside counsel as necessary or appropriate. If the evaluation determines that the proposed transaction would constitute a Related Party Transaction, the Chief Financial Officer will report the Related Party Transaction, together with a summary of the material facts, to the Committee for consideration at the next regularly scheduled Committee meeting, including whether shareholder approval is required under the Corporations Act and the ASX Listing Rules.

The Committee shall review all of the relevant facts and circumstances of all Related Party Transactions that require the Committee's approval and either approve or disapprove of the entry into the Related Party Transaction, subject to the exceptions described below. In determining whether to approve or ratify a Related Party Transaction, the Committee shall take into account, among other factors it deems appropriate, (i) whether the transaction was undertaken in the ordinary course of business of the Company, (ii) whether the Related Party

Transaction was initiated by the Company, a subsidiary or the Related Party, (iii) whether the transaction with the Related Party is proposed to be, or was, entered into on terms no less favorable to the Company than terms that could have been reached with an unrelated third party, (iv) the purpose of, and the potential benefits to the Company of, the Related Party Transaction, (v) the approximate dollar value of the amount involved in the Related Party Transaction, particularly as it relates to the Related Party, (vi) the Related Party's interest in the Related Party Transaction and (vii) any other information regarding the Related Party Transaction or the Related Party that would be material to investors in light of the circumstances of the particular transaction.

The Committee shall review all relevant information available to it about the Related Party Transaction and either approve or disapprove entry into the Related Party Transaction. The Committee may approve the Related Party Transaction only if the Committee determines in good faith that the transaction is not inconsistent with the interests of the Company and its shareholders. The Committee, in its sole discretion, may impose such conditions as it deems appropriate on the Company or the Related Party in connection with the approval of the Related Party Transaction.

If a Related Party Transaction involves a Related Party who is a director or an Immediate Family Member of a director, such director may not participate in any discussion or vote regarding approval or ratification of approval]such transaction. However, such director shall provide all material information concerning the Related Party Transaction to the Committee. Such director may be counted in determining the presence of a quorum at a meeting of the Committee that considers such transaction.

If the Chief Financial Officer determines it is impractical or undesirable to wait until a Committee meeting to consummate a Related Party Transaction, the chairman of the Committee may review and approve the Related Party Transaction in accordance with the procedures set forth herein. Any such approval (and the rationale for such approval) must be reported to the Committee at the next regularly scheduled Committee meeting.

If the Company becomes aware of a Related Party Transaction that has not been approved under this Policy, the Related Party Transaction shall be reviewed in accordance with the procedures set forth herein and, if the Committee determines it to be appropriate, ratified at the Committee's next regularly scheduled meeting. In any case where the Committee determines not to ratify a Related Party Transaction that has been commenced without approval, the Committee may direct additional actions including, but not limited to, immediate discontinuation or rescission of the transaction, or modification of the transaction to make it acceptable for ratification. In addition, the Committee shall examine the facts and circumstances regarding the failure to report a Related Party Transaction for approval under this Policy and shall take any action it deems appropriate as a result.

Related Party Transactions – Corporations Act. Notwithstanding anything else in this this Policy, unless a Related Party Transaction constitutes an “arm’s length transaction”, a Group entity may only give a financial benefit to a Related Party where prior shareholder approval has been obtained and the financial benefit is given

within 15 months after the date of that approval, in accordance with the Corporations Act and the ASX Listing Rules.

For the purposes of this Policy, a transaction will be an "arm's length transaction" where the financial benefit is given on terms that would be reasonable in the circumstances if the parties were dealing at arm's length, or on terms that are less favourable to the Related Party.

"Arm's length" refers to transactions conducted as if the parties were not related. In determining whether a transaction is on arm's length terms, regard should be had to ASIC Regulatory Guide 76 (Related party transactions), as amended or replaced from time to time.

Related Party Transactions – ASX Listing Rules. Notwithstanding anything else in this Policy, and in addition to the Corporations Act requirements for Related Party Transactions, under the ASX Listing Rules, the Company is required to obtain shareholder approval to acquire a substantial asset from, or dispose of a substantial asset to a related party, subsidiary or substantial shareholders. "Substantial asset" means an asset representing 5% or more of the equity interests of the Group, as set out in the last financial accounts for the Group. The equity interests are the paid up capital, reserves and accumulated profits or losses of the Group.

Ongoing Transactions. If a Related Party Transaction will be ongoing, the Committee may establish guidelines for the Company's management to follow in its ongoing dealings with the Related Party. Thereafter, the Committee, on at least an annual basis, shall review and assess ongoing relationships with the Related Party to ensure that they are in compliance with the Committee's guidelines and that the Related Party Transaction remains appropriate.

4. Standing Pre-Approval for Certain Interested Transactions. The Committee has reviewed the types of Related Party Transactions described below and determined that each of the following types of Related Party Transactions shall be deemed to be pre-approved or ratified, as applicable, by the Committee, unless specifically determined otherwise by the Committee. In connection with each regularly scheduled meeting of the Committee, a summary of each new Related Party Transaction deemed pre-approved pursuant to this paragraph shall be provided to the Committee for its review.

4.1 Employment of executive officers. Any employment relationship or transaction between the Company and an executive officer of the Company or any of its subsidiaries, and any related compensation solely resulting from that employment relationship or transaction, if:

(a) the related compensation is reported in the Company's proxy statement pursuant to Item 402 of Regulation S-K (generally applicable to "named executive officers"); or

(b) the executive officer is not an Immediate Family Member of another executive officer or director of the Company, the related compensation would be

reported in the Company's proxy statement pursuant to Item 402 of Regulation S-K if the executive officer was a "named executive officer," and the Company's Compensation Committee approved (or recommended that the Board approve) such compensation; or

(c) the transaction involves the recovery of erroneously awarded compensation, computed as provided in Rule 5608(b) of the Nasdaq Listing Rules and Section 10D–1(b)(1)(iii) of the Securities Exchange Act of 1934, that is disclosed pursuant to Item 402 of Regulation S-K.

4.2 Director compensation. Any compensation paid to a member of the Board if the compensation is reported in the Company's proxy statement pursuant to Item 402 of Regulation S-K.

4.3 Certain transactions with other companies. Any transaction with another company at which a Related Party's only relationship is as (i) an employee (other than an executive officer) or director, (ii) a beneficial owner of less than 10%, together with his or her Immediate Family Members, of that company's outstanding equity, or (iii) in the case of partnerships, a limited partner, if the limited partner, together with his or her Immediate Family Members, has an interest of less than 10% and the limited partner does not hold another position in the partnership, if the aggregate amount involved does not exceed the greater of $1,000,000 or two percent of the other company's consolidated gross revenues.

4.4 Certain charitable contributions. Any charitable contribution, grant or endowment by the Company to a charitable organization, foundation or university at which a Related Party's only relationship is as an employee (other than an executive officer), if the aggregate amount involved does not exceed the greater of $1,000,000 or two percent of the charitable organization's total revenues.

4.5 Transactions where all shareholders receive proportional benefits. Any transaction where the Related Party's interest arises solely from the ownership of a class of equity securities of the Company and all holders of that class of equity securities received the same benefit on a pro rata basis.

4.6 Transactions involving competitive bids. Any transaction involving a Related Party where the rates or charges involved are determined by competitive bids.

4.7 Regulated transactions. Any transaction with a Related Party involving the rendering of services as a common or contract carrier, or public utility, at rates or charges fixed in conformity with law or governmental authority.

4.8 Certain banking-related services. Any transaction with a Related Party involving services as a bank depositary of funds, transfer agent, registrar, trustee under a trust indenture, or similar services.

4.9 Indemnification. Indemnification and advancement of expenses made pursuant to the Company's Certificate of Incorporation or Bylaws or pursuant to any agreement.

5. Existing Policies and Procedures.

5.1 Related Party Transactions must also comply with the Company's existing policies and procedures, including the Code of Ethics and Business Conduct.