

GEM Co., Ltd.

Announcement on Resolutions of 2nd Extraordinary General Meeting of 2024

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

The Company and all members of the Board of Directors promise that the information disclosed is authentic, accurate and complete, and there are no false records, misleading statements or material omissions.

Note:

1. There was no rejection of proposals at the General Meeting.
2. The General Meeting did not involve any change to the resolutions approved at previous General Meetings.
3. The General Meeting adopted a combination of on-site voting and online voting.

I. Convening and Attendance

1. Convening

(1) Convener: Board of Directors

(2) Date and time:

Time of the on-site meeting: At 10:00 am on 6 Sep 2024.

Time of online voting: 6 Sep 2024. In particular, 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 6 Sep 2024; online voting via the Internet of the Shenzhen Stock Exchange is from 9:15 to 15:00 on 6 Sep 2024.

(3) Chair: Chairman Mr. Xu Kaihua

(4) Venue of the on-site meeting: Meeting room of the Company (20/F, Block A, Rongchao Binhai Building, Haixiu Road, Baoan District, Shenzhen).

(5) Convening method: A combination of on-site convening and online voting

(6) The notice and relevant documents of the meeting were published on *China Securities Journal*, *Securities Times*, *Shanghai Securities News*, *Securities Daily* and <http://www.cninfo.com.cn> on 16 Aug. The convening, holding and voting procedures of the meeting were in line with the provisions of the *Company Law*, the *Rules for General Meetings of Listed Companies*, the *Stock Listing Rules of Shenzhen Stock Exchange* and the *Articles of Association of the Company* and other laws, regulations and regulatory documents.

2. Attendance

2,637 shareholders made on-site and online voting, representing 603,397,124 shares or 11.8034% of the voting shares of the company. A total of 7 shareholders and shareholder representatives attended the on-site meeting, representing 464,325,904 shares or 9.0829% of the voting shares of the company; 2,630 shareholders made online voting, representing 139,071,220 shares, or 2.7204% of the voting shares of the company. A total of 2,630 minority shareholders and proxies authorized by shareholders attended the on-site meeting and the online voting, representing 139,071,220 shares, or 2.7204% of the voting shares of the company. In particular, 0 minority shareholders made on-site voting, representing 0 shares, or 0.0000% of the voting shares of the company. 2,630 minority shareholders made online voting, representing 139,071,220 shares, or 2.7204% of the voting shares of the company. The holders of overseas listed global depository receipts appointed 0 proxy to attend the General Meeting, representing 0 shares, or 0.0000% of the voting shares of the company.

According to the requirements of the Company Law and relevant rules, shares in the special account for repurchase by listed companies are not entitled to voting rights at general meetings. As at the date of share registration, the total share capital of the Company is 5,131,291,557 shares; the Company had repurchased an aggregate of 19,219,800 shares of the Company through the special securities account for repurchase by way of centralized bidding transactions, accounting for 0.37% of the total share capital of the Company, and the repurchased shares in the special securities account for repurchase had been deducted in calculating the total shares with voting rights at the general meeting.

3. On Aug 16, 2024, the Company published the “Report of Independent Directors of Grimme Corporation Limited on Public Solicitation of Proxy Voting Rights” (Announcement No. 2024-053) on *China Securities Journal*, *Securities Times*, *Shanghai Securities News*, *Securities Daily* and <http://www.cninfo.com.cn>. The Independent Director of the Company, Mr. Liu Zhonghua, acted as the solicitor to solicit proxy votes from shareholders in respect of the proposals relating to the Restricted Share Incentive Scheme to be considered at the AGM of the Company. Up to the end of the solicitation period, the independent director, Mr. Liu Zhonghua, had not received any proxy for voting rights from shareholders.

4. All of the directors, some supervisors and the Board Secretary of the Company attended the General Meeting, and some officers and witness lawyers attended the on-site meeting.

II. Proposal Deliberation and Voting

The following proposals were deliberated and approved at the meeting through on-site secret ballots and online voting.

1. Deliberated and approved the *Proposal to change the purpose of some repurchased shares and cancel the shares*

Voting result: 596,093,920 shares voted for the proposal, representing 98.7897% of the shares held by all shareholders present at the meeting; 5,919,944 shares voted against the proposal, representing 0.9811% of the shares held by all shareholders present at the

meeting; and 1,383,260 shares abstained from the vote (including 5,000 shares were abstained by default due to non-voting), representing 0.2292% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 131,768,016 shares voted for the proposal, representing 94.7486% of the shares held by minority shareholders present at the meeting; 5,919,944 shares voted against the proposal, representing 4.2568% of the shares held by minority shareholders present at the meeting; and 1,383,260 shares abstained from the vote (including 5,000 shares were abstained by default due to non-voting), representing 0.9946% of the shares held by minority shareholders present at the meeting.

This proposal is a special resolution matter and has been approved by 2/3 of shareholders (including proxies) with voting rights present at the General Meeting.

2. Deliberated and approved the *Proposal on 2024 Restricted Shares Incentive Plan (Draft) and its Summary*

Voting result: 555,841,416 shares voted for the proposal, representing 92.1187% of the shares held by all shareholders present at the meeting; 45,595,758 shares voted against the proposal, representing 7.5565% of the shares held by all shareholders present at the meeting; and 1,959,950 shares abstained from the vote (including 74,300 shares were abstained by default due to non-voting), representing 0.3248% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 91,515,512 shares voted for the proposal, representing 65.8048% of the shares held by minority shareholders present at the meeting; 45,595,758 shares voted against the proposal, representing 32.7859% of the shares held by minority shareholders present at the meeting; and 1,959,950 shares abstained from the vote (including 74,300 shares were abstained by default due to non-voting), representing 1.4093% of the shares held by minority shareholders present at the meeting.

This proposal is a special resolution matter and has been approved by 2/3 of shareholders (including proxies) with voting rights present at the General Meeting.

3. Deliberated and approved the *Proposal on Management Measures for the Implementation and Assessment of the 2024 Restricted Shares Incentive Plan*

Voting result: 557,202,716 shares voted for the proposal, representing 92.3443% of the shares held by all shareholders present at the meeting; 44,345,648 shares voted against the proposal, representing 7.3493% of the shares held by all shareholders present at the meeting; and 1,848,760 shares abstained from the vote (including 119,000 shares were abstained by default due to non-voting), representing 0.3064% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 92,876,812 shares voted for the proposal, representing 66.7836% of the shares held by minority shareholders present at the meeting; 44,345,648 shares voted against the proposal, representing 31.8870% of the shares held by minority shareholders present at the meeting; and 1,848,760 shares abstained from the vote (including 119,000 shares were abstained by default due to non-voting), representing

1.3294% of the shares held by minority shareholders present at the meeting.

This proposal is a special resolution matter and has been approved by 2/3 of shareholders(including proxies) with voting rights present at the General Meeting.

4.Deliberated and approved the *Proposal to request the General Meeting of Shareholders to authorize the Board of Directors of the Company to handle matters relating to the 2024 Restricted Shares Incentive Plan*

Voting result: 556,745,486 shares voted for the proposal, representing 92.2685% of the shares held by all shareholders present at the meeting; 44,661,458 shares voted against the proposal, representing 7.4017% of the shares held by all shareholders present at the meeting; and 1,990,180 shares abstained from the vote (including 181,220 shares were abstained by default due to non-voting), representing 0.3298% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 92,419,582 shares voted for the proposal, representing 66.4549% of the shares held by minority shareholders present at the meeting; 44,661,458 shares voted against the proposal, representing 32.1141% of the shares held by minority shareholders present at the meeting; and 1,990,180 shares abstained from the vote (including 181,220 shares were abstained by default due to non-voting), representing 1.4311% of the shares held by minority shareholders present at the meeting.

This proposal is a special resolution matter and has been approved by 2/3 of shareholders(including proxies) with voting rights present at the General Meeting.

III. Legal Opinions Issued by Lawyers

Deng Jie and Chen Xiaoxuan of Guangdong J&J Law Firm, issued a legal opinion in respect of the meeting and held that: The convening and holding procedures of the General Meeting were in line with the *Company Law*, the *Securities Law*, the *Rules for General Meetings of Listed Companies* and other laws, regulations, regulatory documents and the *Articles of Association of the Company*, the qualifications of the attendees and the convener were legal and valid, and the voting procedures and the voting results were also legal and valid.

IV. Reference Documents

1. Resolution of the 2nd Extraordinary General Meeting of 2024 of GEM Co., Ltd. signed by the directors present and sealed by the Board of Directors;
2. Legal Opinions issued by Guangdong J&J Law Firm.

It is hereby announced.

Board of Directors of GEM Co., Ltd.

6 Sep 2024