

## **GEM Co., Ltd.**

### **Announcement on Resolutions of 3rd 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 24 Oct 2024.

Time of online voting: 24 Oct 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 24 Oct 2024; online voting via the Internet of the Shenzhen Stock Exchange is from 9:15 to 15:00 on 24 Oct 2024.

(3) Chair: Director Ms. Wang Min

As Chairman Mr. Xu Kaihua was unable to chair the EGM due to work reasons, in accordance with the Company's *Articles of Association*, the EGM was chaired by Director Ms. Wang Min as jointly elected by more than half of the Board of Directors of the Company.

(4) Venue of the on-site meeting: Meeting room of Jingmen GEM Co., Ltd.(No.3 Yingchun Avenue, Duodao District, Hi-tech Zone, Jingmen City, Hubei Province, China)

(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 28 Sept. 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

4,147 shareholders made on-site and online voting, representing 617,065,107 shares or 12.0707% of the voting shares of the company. A total of 12 shareholders and shareholder representatives attended the on-site meeting, representing 467,842,104 shares or 9.1517% of the voting shares of the company; 4,135 shareholders made online voting, representing 149,223,003 shares, or 2.9190% of the voting shares of the company. A total of 4,135 minority shareholders and proxies authorized by shareholders attended the on-site meeting and the online voting, representing 149,223,003 shares, or 2.9190% 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. 4,135 minority shareholders made online voting, representing 149,223,003 shares, or 2.9190% of the voting shares of the company. The holders of overseas listed global depositary receipts (hereinafter referred to as "GDRs") 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. Some of the directors, 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 on Adjustment of Restricted Stock Repurchase Price and Repurchase and Cancellation of Certain Restricted Shares Granted to Incentive Recipients but Not Yet Released from Restricted Sales*;

Voting result: 605,335,398 shares voted for the proposal, representing 98.7929% of the shares held by all shareholders present at the meeting; 5,463,759 shares voted against the proposal, representing 0.8917% of the shares held by all shareholders present at the meeting; and 1,932,650 shares abstained from the vote (including 12,600 shares were abstained by default due to non-voting), representing 0.3154% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 141,826,594 shares voted for the proposal, representing 95.0434% of the shares held by minority shareholders present at the meeting; 5,463,759 shares voted against the proposal, representing 3.6615% of the shares held by minority

shareholders present at the meeting; and 1,932,650 shares abstained from the vote (including 12,600 shares were abstained by default due to non-voting), representing 1.2951% of the shares held by minority shareholders present at the meeting.

Related shareholders, Mr. Zhou Bo, Mr. Mu Menggang, Mr. Zhang Kun, Mr. Pan Hua, Mr. Wang Qiang, have abstained from voting, and the number of recused votes is 4,333,300 shares.

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 for the renewal of the appointment of the financial auditor for the year 2024*.

Voting result: 608,697,278 shares voted for the proposal, representing 98.6439% of the shares held by all shareholders present at the meeting; 5,384,599 shares voted against the proposal, representing 0.8726% of the shares held by all shareholders present at the meeting; and 2,983,230 shares abstained from the vote (including 136,400 shares were abstained by default due to non-voting), representing 0.4835% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 140,855,174 shares voted for the proposal, representing 94.3924% of the shares held by minority shareholders present at the meeting; 5,384,599 shares voted against the proposal, representing 3.6084% of the shares held by minority shareholders present at the meeting; and 2,983,230 shares abstained from the vote (including 136,400 shares were abstained by default due to non-voting), representing 1.9992% of the shares held by minority shareholders present at the 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 3rd 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.

24 October 2024