

GEM Co., Ltd.

Announcement on Resolutions of 3rd Extraordinary General Meeting of 2025

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 7 Mar 2025.

Time of online voting: 7 Mar 2025. 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 7 Mar 2025; online voting via the Internet of the Shenzhen Stock Exchange is from 9:15 to 15:00 on 7 Mar 2025..

(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 19 Feb 2025. 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

2,528 shareholders made on-site and online voting, representing 641,187,576 shares or 12.5376% of the voting shares of the company. A total of 18 shareholders and shareholder representatives attended the on-site meeting, representing 510,650,304 shares or 9.9851% of the voting shares of the company; 2,510 shareholders made online voting, representing 130,537,272 shares, or 2.5525% of the voting shares of the company. A total of 2,512 minority shareholders and proxies authorized by shareholders attended the on-site meeting and the online voting, representing 171,247,472 shares, or 3.3485% of the voting shares of the company. In particular, 2 minority shareholders made on-site voting, representing 40,710,200 shares, or 0.7960% of the voting shares of the company. 2,510 minority shareholders made online voting, representing 130,537,272 shares, or 2.5525% 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 5,126,291,557 shares; the Company had repurchased an aggregate of 12,164,800 shares of the Company through the special securities account for repurchase by way of centralized bidding transactions, accounting for 0.24% 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. All of the directors, all of the 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 Forecasting the Amount of Routine Related Party Transactions with Related Parties for 2025

Voting result: 627,533,380 shares voted for the proposal, representing 98.2968% of the shares held by all shareholders present at the meeting; 9,458,096 shares voted against the proposal, representing 1.4815% of the shares held by all shareholders present at the meeting; and 1,415,300 shares abstained from the vote (including 164,100 shares were abstained by default due to non-voting), representing 0.2217% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 160,374,076 shares voted for the proposal, representing 93.6505% of the shares held by minority shareholders present at the meeting; 9,458,096 shares voted against the proposal, representing 5.5231% of the shares held by minority shareholders present at the meeting; and 1,415,300 shares abstained from the vote (including 164,100 shares were abstained by default due to non-voting), representing 0.8265% of the shares held by minority shareholders present at the meeting.

Related shareholder, Mr. Pan Hua, Mr. Lu Xijin, Mr. Song Wanxiang, Mr. Mu Menggang, Mr. Zhang Kun has withdrawn from the voting, representing 2,780,800 shares.

2. Deliberated and approved the *Proposal on Purchasing Liability Insurances for Directors, Supervisors and Officers*

Voting result: 159,221,676 shares voted for the proposal, representing 92.9775% of the shares held by all shareholders present at the meeting; 10,362,796 shares voted against the proposal, representing 6.0514% of the shares held by all shareholders present at the meeting; and 1,663,000 shares abstained from the vote (including 127,300 shares were abstained by default due to non-voting), representing 0.9711% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 159,221,676 shares voted for the proposal, representing 92.9775% of the shares held by minority shareholders present at the meeting; 10,362,796 shares voted against the proposal, representing 6.0514% of the shares held by minority shareholders present at the meeting; and 1,663,000 shares abstained from the vote (including 127,300 shares were abstained by default due to non-voting), representing 0.9711% of the shares held by minority shareholders present at the meeting.

Related shareholders, Shenzhen Huifengyuan Investment Co., Ltd., Fengcheng Xinyuanxin New Material Co., Ltd., Mr. Xu Kaihua, Ms. Wang Min, Mr. Zhou Bo, Mr. Pan Hua, Mr. Lu Xijin, Mr. Song Wanxiang, Ms. Wang Jian, Mr. Chen Binzhang, Mr. Wu Guangyuan, Mr. Mu Menggang, Mr. Zhang Yuping, Mr. Zhang Kun, Mr. Lou Huiyou, Ms. Zhang Wei has abstained from voting, and the number of recused votes is 469,940,104 shares.

3. Deliberated and approved the *Proposal on Revising the Articles of Association*

Voting result: 630,173,218 shares voted for the proposal, representing 98.2822% of the shares held by all shareholders present at the meeting; 9,459,496 shares voted against the proposal, representing 1.4753% of the shares held by all shareholders present at the meeting; and 1,554,862 shares abstained from the vote (including 221,262 shares were abstained by default due to non-voting), representing 0.2425% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 160,233,114 shares voted for the proposal, representing 93.5682% of the shares held by minority shareholders present at the meeting; 9,459,496 shares voted against the proposal, representing 5.5239% of the shares held by minority shareholders present at the meeting; and 1,554,862 shares abstained from the vote (including 221,262 shares were abstained by default due to non-voting), representing 0.9080% 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 for Election of Non-Independent Directors to the Seventh Session of the Board of Directors of the Company*

The EGM approved the election of Mr. Xu Kaihua, Ms. Wang Min, Mr. Zhou Bo and Mr. Pan Hua as non-independent directors of the seventh Board of Directors of the Company by way of cumulative voting for a term of three years commencing from the date of

consideration and approval at the 3rd EGM of the Company in 2025. The number of members of the seventh Board of Directors of the Company who are also senior executives of the Company and the number of directors who are employee representatives shall not exceed one-half of the total number of directors of the Company in total. The specific voting results are as follows:

4.1 Election of Mr. Xu Kaihua as a non-independent director of the seventh session of the Board of Directors of the Company

Voting result: 598,531,943 shares voted for the proposal, representing 93.3474% of the shares held by all shareholders present at the meeting;

Voting of minority shareholders: 128,591,839 shares voted for the proposal, representing 75.0912% of the shares held by minority shareholders present at the meeting.

Mr. Xu Kaihua was elected as a non-independent director of the seventh session of the Board of Directors of the Company.

4.2 Election of Ms. Wang Min as a non-independent director of the seventh session of the Board of Directors of the Company

Voting result: 598,964,986 shares voted for the proposal, representing 93.4149% of the shares held by all shareholders present at the meeting;

Voting of minority shareholders: 129,024,882 shares voted for the proposal, representing 75.3441% of the shares held by minority shareholders present at the meeting.

Ms. Wang Min was elected as a non-independent director of the seventh session of the Board of Directors of the Company.

4.3 Election of Mr. Zhou Bo as a non-independent director of the seventh session of the Board of Directors of the Company

Voting result: 604,782,596 shares voted for the proposal, representing 94.3223% of the shares held by all shareholders present at the meeting;

Voting of minority shareholders: 134,842,492 shares voted for the proposal, representing 78.7413% of the shares held by minority shareholders present at the meeting.

Mr. Zhou Bo was elected as a non-independent director of the seventh session of the Board of Directors of the Company.

4.4 Election of Mr. Pan Hua as a non-independent director of the seventh session of the Board of Directors of the Company

Voting result: 599,136,949 shares voted for the proposal, representing 93.4418% of the shares held by all shareholders present at the meeting;

Voting of minority shareholders: 129,196,845 shares voted for the proposal, representing 75.4445% of the shares held by minority shareholders present at the meeting.

Mr. Pan Hua was elected as a non-independent director of the seventh session of the Board of Directors of the Company.

5. Deliberated and approved the Proposal for Election of Independent Directors for the Seventh Session of the Board of Directors of the Company

The EGM elected Mr. Pan Feng and Mr. Tang Sheng as independent directors of the seventh Board of Directors of the Company by way of cumulative voting for a term of three years commencing from the date of consideration and approval at the 3rd EGM of the Company in 2025. In particular, Mr. Pan Feng, an independent director, has served as an independent director of the Company since 18 Sep 2020, and in accordance with the Management Measures for Independent Directors of Listed Companies and other relevant regulations, an independent director shall not serve as an independent director of the Company for more than 6 years consecutively, and accordingly, Mr. Pan Feng's current term of office will commence from the date of the approval of the 3rd Extraordinary Shareholders' General Meeting of the Company in 2025 and end on 17 Sep 2026, as such term of office will not exceed 6 years. The independent directors, Mr. Pan Feng and Mr. Tang Sheng, have obtained the qualification certificates for serving as independent directors, and the qualifications and independence of the independent directors have been examined and cleared by the Shenzhen Stock Exchange without any objection. The specific voting results are as follows:

5.1 Election of Mr. Pan Feng as an Independent Director of the Seventh Session of the Board of Directors of the Company

Voting result: 597,558,073 shares voted for the proposal, representing 93.1955% of the shares held by all shareholders present at the meeting;

Voting of minority shareholders: 127,617,969 shares voted for the proposal, representing 74.5225% of the shares held by minority shareholders present at the meeting.

Mr. Pan Feng was elected as an independent director of the seventh session of the Board of Directors of the Company.

5.2 Election of Mr. Tang Sheng as an Independent Director of the Seventh Session of the Board of Directors of the Company

Voting result: 605,608,623 shares voted for the proposal, representing 94.4511% of the shares held by all shareholders present at the meeting;

Voting of minority shareholders: 135,668,519 shares voted for the proposal, representing 79.2237% of the shares held by minority shareholders present at the meeting.

Mr. Tang Sheng was elected as an independent director of the seventh session of the Board of Directors of the Company.

6. Deliberated and approved the Proposal for Election of Shareholder Representative Supervisors for the Seventh Session of the Supervisory Committee of the Company

The EGM elected by way of cumulative voting Mr. Lu Xijin and Mr. Song Jiale as the shareholder representative supervisors of the seventh Supervisory Committee of the Company and together with Mr. Wu Guangyuan and Mr. Chen Binzhang, the employee representative supervisors elected at the 1st Employee Representative Meeting of the Company for the year 2025 held on 19 Feb 2025, to form the seventh Supervisory Committee of the Company, with a term of office of three years starting from the date of consideration and approval by the 3rd Extraordinary Shareholders' General Meeting of the Company for the year 2025. The term of office shall be 3 years from the date of consideration by the 3rd Extraordinary General Meeting of the Company in 2025.

6.1 Election of Mr. Lu Xijin as a shareholder representative supervisor of the seventh session of the Supervisory Committee of the Company

Voting result: 596,385,348 shares voted for the proposal, representing 93.0126% of the shares held by all shareholders present at the meeting;

Voting of minority shareholders: 126,445,244 shares voted for the proposal, representing 73.8377% of the shares held by minority shareholders present at the meeting.

Mr. Lu Xijin was elected as a shareholder representative supervisor of the seventh session of the Board of Directors of the Company.

6.2 Election of Mr. Song jiale as a shareholder representative supervisor of the seventh session of the Supervisory Committee of the Company

Voting result: 596,276,671 shares voted for the proposal, representing 92.9957% of the shares held by all shareholders present at the meeting;

Voting of minority shareholders: 126,336,567 shares voted for the proposal, representing 73.7743% of the shares held by minority shareholders present at the meeting.

Mr. Song jiale was elected as a shareholder representative supervisor of the seventh session of the Board of Directors of the Company.

III. Legal Opinions Issued by Lawyers

Dai Yi 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 2025 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.

7 Mar 2025