

GEM Co., Ltd. About Signing with China Construction Bank Corporation Shenzhen Branch Announcement of Strategic Cooperation Agreement

The company and all members of the board of directors guarantee that the information disclosed is true, accurate and complete, and that there are no false records, misleading statements or major omissions.

I. Overview

In order to respond to the national "Industrial Manufacturing 2025" plan, effectively improve the level of financial services for the real economy, give full play to their respective advantages, achieve resource complementarity, mutual benefit and win-win, and jointly create business cooperation models such as "investment-loan linkage" and "technological finance", GEM Co., Ltd. Co., Ltd. (hereinafter referred to as "Party A", "Company" or "GEM") recently and China Construction Bank Corporation Shenzhen Branch (hereinafter referred to as "Party B") based on the principles of voluntariness, equality, mutual benefit and trustworthiness, to jointly With the goal of development and long-term cooperation, a strategic cooperation agreement (hereinafter referred to as "this agreement") has been signed on the establishment of a comprehensive business partnership.

In order to sign the strategic cooperation agreement this time, according to the "Articles of Association" and other relevant regulations, it does not need to be submitted to the company's board of directors and shareholders' meeting for consideration and approval.

The signing of the agreement does not constitute a related party transaction, nor does it constitute a major asset reorganization as stipulated in the "Administrative Measures

for Major Asset Restructuring of Listed Companies", which does not require approval from relevant departments.

2. Introduction of partners

1. China Construction Bank Corporation Shenzhen Branch

Company Name: China Construction Bank Corporation Shenzhen Branch

Person in charge: Wang Ye

Type: Co., Ltd. branch (listed)

Date of establishment: August 14, 1996

Company address: Shenzhen Construction Bank Building, south of Fuzhong 3rd Road, Lianhua Street, Futian District, Shenzhen, east of Pengcheng 1st Road

Business scope: handling RMB deposits, loans and settlements; handling bill discounting; agency issuance of financial bonds; agency issuance, redemption, sales of government bonds, agency collection and payment and agency insurance business. Foreign exchange deposits; foreign exchange loans; foreign exchange remittance; foreign currency exchange; international settlement; acceptance and discount of foreign exchange bills; foreign exchange guarantee authorized by the head office; foreign exchange settlement and sales; Other businesses approved by the People's Bank of China (including engineering cost consulting business).

China Construction Bank Corporation Shenzhen Branch is a branch of China Construction Bank Corporation, which is a large state-owned commercial bank with branches all over the country and a complete service system. It has branches or representative offices, has rich experience in serving key engineering projects and large enterprise groups, and has competitive advantages in products, technology, talents and service concepts.

3. Main content of the agreement

1. General

Based on the actual situation, Party A selects Party B as the main cooperative bank for financial business, and selects and makes overall arrangements to use the products and services provided by Party B.

Party B regards Party A as one of the most important customers, and makes full use of Party B's service resources and product advantages to the extent permitted by national

policies, laws and regulations, and actively supports the normal financial needs and major project financing of the member companies of Party A's group. Party A's group member companies provide personalized and customized support for all-round comprehensive financial services.

2. Areas of cooperation

(1) Under the framework of this agreement, both parties agree to give full play to their respective advantages, achieve resource complementarity, mutual benefit and win-win results, and jointly create a business cooperation model of "investment-loan linkage" and "technological finance", and Party B shall provide funds to the member companies of Party A's group. Settlement, bank credit, direct debt financing tools, investment banking and other all-round and comprehensive financial services, provide key support in terms of credit line, loan method, approval process, etc.; provide comprehensive financial services to employees of Party A's group members.

(2) Investment-loan linkage and comprehensive credit service

Party B will participate in and support Party A's group member companies in capital operation, project financing, corporate restructuring, asset restructuring, mergers and acquisitions, industrial investment, asset custody, etc., and effectively support Party A's strategic adjustment, asset management reform and industrial structure upgrade ; In addition, Party B will cooperate with Party A in the science and technology industrial park, and jointly provide whole-process incubation services including small and micro enterprise loans, financial consulting, financing docking, etc. for enterprises entering the park or start-ups invested by Party A, so as to effectively incubate the growth of enterprises to be grew.

According to the business needs of Party A, Party B will give priority support to the member enterprises of Party A's group, and provide personalized solutions according to the needs (the specific rights and obligations are subject to the relevant agreement signed by Party B and the member enterprises of Party A's group after negotiation and agreement), It is used to meet the loan needs of the member companies of Party A's group. If the quota is insufficient during the cooperation period, it will be increased upon written confirmation by both parties. Specifically include:

Party B will take the lead, take advantage of CCB's domestic and international

network network advantages, improve the liability structure of Party A's group member enterprises through group credit and other methods, provide credit business services to Party A's group member enterprises on a global scale, and provide comprehensive financial services in all aspects Support; (including but not limited to working capital loans, medium and long-term project loans, technological transformation loans, international trade financing, upstream and downstream financing, letter of guarantee, factoring, online banking, etc., the specific use method shall be determined by the fund user and Party B through negotiation.) ;

Party B actively promotes the implementation of Party A, including but not limited to the following scenarios:

1) Party B allocates medium and long-term current loans for Party A to support Party A in improving its liability structure;

2) Party B allocates trade financing quota for Party A to support Party A's import procurement;

3) Party B takes the lead and cooperates with the local construction bank where the members of Party A's group are located to provide syndicated loans for the construction of Party A's project;

4) Party B takes the lead and cooperates with the overseas branch of China Construction Bank to provide a syndicated loan for the construction of the Indonesian Nickel Mine Industrial Park project of Party A, and supports Party A to participate in the “Belt and Road” investment and construction;

5) Party B allocates supply chain financing quota for Party A, focuses on the characteristics of Party A and its upstream and downstream industries, and uses core products such as network supply chain to support the development of the new energy vehicle industry chain, promote domestic and international dual circulation, and promote the coordinated development of the industry.

The specific implementation plan and implementation form of the credit business shall be decided by Party A and Party B through negotiation, and shall be subject to the approval of Party B.

For the comprehensive financing services under the line of credit, within the price range stipulated by the regulatory authorities, Party B shall grant preferential conditions

to the members of Party A's group under the same circumstances.

When a member enterprise of Party A's group applies to use the credit line provided by Party B, Party B shall try to simplify the approval procedure and provide the most convenient service.

(3) Fund settlement and cash management services

Party A agrees to give preference to the opening bank and core settlement bank of Party B as a member of Party A's group under the same conditions.

(4) Financial advisory and investment banking services

Party B will provide financial consulting, project cost and other services for the member companies of Party A's group in terms of capital operation, project financing, corporate restructuring, asset restructuring, mergers and acquisitions, asset custody, etc., and effectively support Party A's strategic adjustment, asset management reform and industrial Structural upgrade.

Party B will provide investment banking services for the member companies of Party A's group in multi-dimensional markets such as shareholding reform and listing on the securities market and in the process of corporate development, including direct investment, equity mergers and acquisitions, introduction of strategic investors, private placement, equity income right financing, Supporting financial services for bond issuance and other processes.

(5) Personal financial services for employees

Party B will give priority to the employees of Party A's group member companies in terms of salary payment, provident fund, employee personal loans, wealth management and bank outlet services, simplify the approval procedures as much as possible, and provide the best quality and convenient services.

(6) Investment and wealth management services

Party B will provide Party A with financial advice according to Party A's needs.

(7) Other services

For other businesses outside the above business scope, both parties may consider cooperating with the other party based on mutual benefit and the cooperation principle stipulated in this agreement.

3. Service and commitment

Party A undertakes to fully and properly perform the following obligations in the process of cooperation between the two parties based on the principle of good faith:

(1) Make Party B one of the leading banks for financial business transactions. Actively and preferentially use various financial products and services provided by Party B.

(2) When the member enterprises of Party A's group carry out business in capital operation, private placement, mixed ownership reform, project financing, enterprise restructuring, asset restructuring, mergers and acquisitions, industrial investment, asset custody, etc., under the same conditions, Party B or Party B designates a third party to participate.

Party B undertakes to fully and properly perform the following obligations in the process of cooperation between the two parties based on the principle of good faith:

(1) Actively relying on the comprehensive advantages of CCB's brand, services, products, etc., under the same conditions, give priority to the approval and arrangement of financing applications of member companies of Party A's group, and give preferential loan interest rates or rates under the premise of policy permission.

(2) Give full play to the advantages of its own network, outlets and personnel, and actively provide high-quality, convenient and safe financial services for Party A's financial, human, tax, social security and other functional departments to provide high-quality, convenient and safe financial services for Party A's capital collection, payment, settlement, collection, etc. The continuous improvement of the financial management system provides bank-side supporting services.

(3) Vigorously promote financial product innovation and provide personalized and differentiated financial services and product support.

(4) According to the agreed scope of business cooperation, provide high-quality and efficient financial services for Party A and its employees, and attach great importance to and promptly and properly handle Party A's supervision, inquiries, criticisms and complaints about the services provided.

4. Linkage and coordination mechanism

In order to implement the above negotiated matters, both parties agree to establish a joint meeting system. In principle, a joint meeting will be held every year to be

responsible for implementing the agreements under this cooperation agreement and strengthening information communication and exchange.

4. Impact on the company

China Construction Bank Corporation Shenzhen Branch is a branch of China Construction Bank Corporation. China Construction Bank Corporation is a large state-owned commercial bank with branches and a complete service system all over the country. It has branches or representative offices in major financial centers in the world. GEM is a leading listed company in the field of circular economy in China. It is the first in China to put forward the industrial concept of "limited resources and unlimited circulation", and implements the goal of carbon peaking and carbon neutrality by establishing a resource recycling model and a clean energy model.

The cooperation between the two parties is in response to the national "Industrial Manufacturing 2025" plan, which will effectively improve the level of financial services for the real economy, and at the same time give full play to their respective advantages to achieve complementary resources, mutual benefit and win-win results. The cooperation between the two parties involves all-round and comprehensive financial service models such as fund settlement, bank credit, direct debt financing tools, and investment banking business, which lays a foundation for improving the company's capital and liability structure, and will help support the development of the new energy vehicle industry chain. Promote domestic and international dual circulation, and promote the coordinated development of the industry. The signing of this agreement will not have a significant impact on the company's operating performance this year. In the future, with the gradual implementation and in-depth development of business cooperation between the two parties, it is expected to have a positive impact on the company's business development.

5. Risk Warning

This agreement is a strategic cooperation agreement between the two parties, and there are uncertainties in the specific implementation progress, project situation and other factors. The board of directors of the company will actively pay attention to the progress of the cooperation project and fulfill the obligation of information disclosure in a timely manner. Investors are advised to make decisions with caution and pay attention to investment risks.

6. Documents for reference

A strategic cooperation agreement signed between GEM Co., Ltd. and China Construction Bank Corporation Shenzhen Branch.

Special announcement

Board of Directors of GEM Co., Ltd.

April 28, 2021