

GEM Co., Ltd.

Announcement on Resolutions of 1st Extraordinary General Meeting of 2026

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 Mar 2026.

Time of online voting: 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 Mar 2026; online voting via the Internet of the Shenzhen Stock Exchange is from 9:15 to 15:00 on 6 Mar 2026..

(3) Chair: Chairman Mr. Xu Kaihua

(4) Venue of the on-site meeting: Meeting Room of GEM Co., Ltd. (41st Floor, Satcom Tower, No. 88 Baoxing Road, Haiwang Community, Xin'an Sub-district, Bao'an District, Shenzhen, P.R.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 Jan 2026. 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

A total of 3,440 shareholders participated in the on-site and online voting, representing 744,639,813 shares, accounting for 14.6290% of the company's total voting shares. Among them: 10 shareholders participated in the on-site voting, representing 464,478,904 shares, accounting for 9.1250% of the company's total voting shares; 3,430 shareholders participated in the online voting, representing 280,160,909 shares, accounting for 5.5040% of the company's total voting shares. 3,432 minority shareholders participated in the on-site and online voting, representing 280,325,909 shares, accounting for 5.5072% of the company's total voting shares. Among them: 3 minority shareholders participated in the on-site voting, representing 265,000 shares, accounting for 0.0052% of the company's total voting shares; 3,429 minority shareholders participated in the online voting, representing 280,060,909 shares, accounting for 5.5020% of the company's total voting shares. 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 Regulations on Share Repurchase of Listed Companies and related requirements, the shares in the special account for share repurchase of listed companies do not have the voting rights of shareholders' meeting. As of the equity registration date, the total share capital of the Company is 5,103,333,507 shares. The number of repurchased shares in the special securities account for share repurchase of the Company is 13,158,200 shares, accounting for 0.26% of the total share capital of the Company. When calculating the total number of shares with voting rights at the shareholders' meeting, the repurchased shares in the special securities account have been deducted.

3. All of the directors 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 Adjusting the Repurchase Price of Restricted Shares and the Repurchase and Cancellation of Certain Restricted Shares

Voting result: 739,023,511 shares voted for the proposal, representing 99.3356% of the shares held by all shareholders present at the meeting; 3,841,924 shares voted against the proposal, representing 0.5164% of the shares held by all shareholders present at the meeting; and 1,101,230 shares abstained from the vote (including 8,500 shares were abstained by default due to non-voting), representing 0.1480% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 274,809,607 shares voted for the proposal, representing 98.2330% of the shares held by minority shareholders present at the meeting; 3,841,924 shares voted against the proposal, representing 1.3733% of the shares held by minority shareholders present at the meeting; and 1,101,230 shares abstained from the vote (including 8,500 shares were abstained by default due to non-voting), representing 0.3936% of the shares held by minority shareholders present at the meeting.

Shareholders with related-party relationships to the incentive recipients under the Company's 2024 Restricted Stock Incentive Plan have abstained from voting , and the number of recused votes is 673,148 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 on Amending the Articles of Association and Relevant Rules of Procedure*

Voting result: 739,667,859 shares voted for the proposal, representing 99.3323% of the shares held by all shareholders present at the meeting; 3,720,024 shares voted against the proposal, representing 0.4996% of the shares held by all shareholders present at the meeting; and 1,251,930 shares abstained from the vote (including 109,430 shares were abstained by default due to non-voting), representing 0.1681% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 275,353,955 shares voted for the proposal, representing 98.2264% of the shares held by minority shareholders present at the meeting; 3,720,024 shares voted against the proposal, representing 1.3270% of the shares held by minority shareholders present at the meeting; and 1,251,930 shares abstained from the vote (including 109,430 shares were abstained by default due to non-voting), representing 0.4466% 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 Amending the Articles of Association and Relevant Rules of Procedure (Applicable Post-H-Share Issuance and Listing)*

Voting result: 739,638,519 shares voted for the proposal, representing 99.3284% of the shares held by all shareholders present at the meeting; 3,800,224 shares voted against the proposal, representing 0.5103% of the shares held by all shareholders present at the meeting; and 1,201,070 shares abstained from the vote (including 70,830 shares were abstained by default due to non-voting), representing 0.1613% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 275,324,615 shares voted for the proposal, representing 98.2159% of the shares held by minority shareholders present at the meeting; 3,800,224 shares voted against the proposal, representing 1.3556% of the shares held by minority shareholders present at the meeting; and 1,201,070 shares abstained from the vote (including 70,830 shares were abstained by default due to non-voting), representing 0.4285% 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 on the Estimation of Ordinary Related-Party Transactions for the Year 2026*

Voting result: 739,038,659 shares voted for the proposal, representing 99.3232% of the shares held by all shareholders present at the meeting; 3,736,024 shares voted against the proposal, representing 0.5021% of the shares held by all shareholders present at the

meeting; and 1,299,530 shares abstained from the vote (including 97,330 shares were abstained by default due to non-voting), representing 0.1747% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 275,290,355 shares voted for the proposal, representing 98.2037% of the shares held by minority shareholders present at the meeting; 3,736,024 shares voted against the proposal, representing 1.3327% of the shares held by minority shareholders present at the meeting; and 1,299,530 shares abstained from the vote (including 97,330 shares were abstained by default due to non-voting), representing 0.4636% of the shares held by minority shareholders present at the meeting.

Related shareholders, Mr. Pan Hua has abstained from voting, and the number of recused votes is 565,600 shares.

5. Deliberated and approved the *Proposal on Procuring Directors' and Officers' (D&O) Liability Insurance*

Voting result: 267,374,995 shares voted for the proposal, representing 95.3896% of the shares held by all shareholders present at the meeting; 5,511,524 shares voted against the proposal, representing 1.9663% of the shares held by all shareholders present at the meeting; and 7,411,390 shares abstained from the vote (including 105,830 shares were abstained by default due to non-voting), representing 2.6441% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 267,374,995 shares voted for the proposal, representing 95.3896% of the shares held by minority shareholders present at the meeting; 5,511,524 shares voted against the proposal, representing 1.9663% of the shares held by minority shareholders present at the meeting; and 7,411,390 shares abstained from the vote (including 105,830 shares were abstained by default due to non-voting), representing 2.6441% 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. Pan Hua, Mr. Mu Menggang, Mr. Lou Huiyou, Mr. Cai Hua, Ms. Ma Lin has abstained from voting, and the number of recused votes is 464,341,904 shares.

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 1st Extraordinary General Meeting of 2026 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 Mar 2026