

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

### **Announcement on Resolutions of the 2025 Annual General Meeting of Shareholders**

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 20 May 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 20 May 2026; online voting via the Internet of the Shenzhen Stock Exchange is from 9:15 to 15:00 on 20 May 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 22 Apr 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 2,354 shareholders participated in the on-site and online voting, representing 720,345,882 shares, accounting for 14.1544% of the company's total voting shares. Among them: 14 shareholders participated in the on-site voting, representing 465,945,204 shares, accounting for 9.1556% of the company's total voting shares; 2,340 shareholders participated in the online voting, representing 254,400,678 shares, accounting for 4.9988% of the company's total voting shares. 2,346 minority shareholders participated in the on-site and online voting, representing 254,517,978 shares, accounting for 5.0011% of the company's total voting shares. Among them: 6 minority shareholders participated in the on-site voting, representing 117,300 shares, accounting for 0.0023% of the company's total voting shares; 2,340 minority shareholders participated in the online voting, representing 254,400,678 shares, accounting for 4.9988% of the company's total voting shares. The holders of overseas listed global depository 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 5,102,359,661 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 the 2025 Annual Work Report of Board of Directors*

Voting result: 706,964,110 shares voted for the proposal, representing 98.1423% of the shares held by all shareholders present at the meeting; 12,180,272 shares voted against the proposal, representing 1.6909% of the shares held by all shareholders present at the meeting; and 1,201,500 shares abstained from the vote (including 185,900 shares were abstained by default due to non-voting), representing 0.1668% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 241,136,206 shares voted for the proposal, representing 94.7423% of the shares held by minority shareholders present at the meeting; 12,180,272 shares voted against the proposal, representing 4.7856% of the shares held by minority shareholders present at the meeting; and 1,201,500 shares abstained from the vote (including 185,900 shares were abstained by default due to non-voting), representing 0.4721% of the shares held by minority shareholders present at the meeting.

2. Deliberated and approved the *Proposal on the 2025 annual report and its summary*

Voting result: 707,325,010 shares voted for the proposal, representing 98.1924% of the shares held by all shareholders present at the meeting; 12,172,072 shares voted against the proposal, representing 1.6898% of the shares held by all shareholders present at the meeting; and 848,800 shares abstained from the vote (including 190,800 shares were abstained by default due to non-voting), representing 0.1178% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 241,497,106 shares voted for the proposal, representing 94.8841% of the shares held by minority shareholders present at the meeting; 12,172,072 shares voted against the proposal, representing 4.7824% of the shares held by minority shareholders present at the meeting; and 848,800 shares abstained from the vote (including 190,800 shares were abstained by default due to non-voting), representing 0.3335% of the shares held by minority shareholders present at the meeting.

3. Deliberated and approved the *Proposal on the 2025 Annual Financial Final Accounts Report*

Voting result: 707,286,010 shares voted for the proposal, representing 98.1870% of the shares held by all shareholders present at the meeting; 12,193,772 shares voted against the proposal, representing 1.6928% of the shares held by all shareholders present at the meeting; and 866,100 shares abstained from the vote (including 170,800 shares were abstained by default due to non-voting), representing 0.1202% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 241,458,106 shares voted for the proposal, representing 94.8688% of the shares held by minority shareholders present at the meeting; 12,193,772 shares voted against the proposal, representing 4.7909% of the shares held by minority shareholders present at the meeting; and 866,100 shares abstained from the vote (including 170,800 shares were abstained by default due to non-voting), representing 0.3403% of the shares held by minority shareholders present at the meeting.

4. Deliberated and approved the *Proposal on the 2025 Profit Distribution Plan and the 2026 Interim Dividend Plan*

Voting result: 708,037,410 shares voted for the proposal, representing 98.2913% of the shares held by all shareholders present at the meeting; 11,795,972 shares voted against the proposal, representing 1.6375% of the shares held by all shareholders present at the meeting; and 512,500 shares abstained from the vote (including 80,100 shares were abstained by default due to non-voting), representing 0.0711% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 242,209,506 shares voted for the proposal, representing 95.1640% of the shares held by minority shareholders present at the meeting; 11,795,972 shares voted against the proposal, representing 4.6346% of the shares held by minority shareholders present at the meeting; and 512,500 shares abstained from the vote (including 80,100 shares were abstained by default due to non-voting), representing 0.2014% 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.

5. Deliberated and approved the *Proposal on the Company and Its Subordinate Company to Plan to Apply to Banks/Financial Leasing Platforms for Comprehensive Credit (Including Financial Leases) Lines*

Voting result: 691,547,947 shares voted for the proposal, representing 96.0022% of the shares held by all shareholders present at the meeting; 28,042,835 shares voted against the proposal, representing 3.8930% of the shares held by all shareholders present at the meeting; and 755,100 shares abstained from the vote (including 184,100 shares were abstained by default due to non-voting), representing 0.1048% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 225,720,043 shares voted for the proposal, representing 88.6853% of the shares held by minority shareholders present at the meeting; 28,042,835 shares voted against the proposal, representing 11.0180% of the shares held by minority shareholders present at the meeting; and 755,100 shares abstained from the vote (including 184,100 shares were abstained by default due to non-voting), representing 0.2967% of the shares held by minority shareholders present at the meeting.

6. Deliberated and approved the *Proposal on the Company to Provide Guarantees for the Subordinate Company in Respect of Its Proposed Application to Banks/Financial Leasing Platforms for Comprehensive Credit (Including Financial Leases) Lines*

Voting result: 619,782,512 shares voted for the proposal, representing 86.0396% of the shares held by all shareholders present at the meeting; 99,775,670 shares voted against the proposal, representing 13.8511% of the shares held by all shareholders present at the meeting; and 787,700 shares abstained from the vote (including 170,200 shares were abstained by default due to non-voting), representing 0.1094% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 153,954,608 shares voted for the proposal, representing 60.4887% of the shares held by minority shareholders present at the meeting; 99,775,670 shares voted against the proposal, representing 39.2018% of the shares held by minority shareholders present at the meeting; and 787,700 shares abstained from the vote (including 170,200 shares were abstained by default due to non-voting), representing 0.3095% 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.

7. Deliberated and approved the *Proposal on Confirming the 2025 Remuneration of Directors and Formulating the 2026 Remuneration Plan*

Voting result: 229,358,351 shares voted for the proposal, representing 89.6386% of the shares held by all shareholders present at the meeting; 25,572,339 shares voted against the proposal, representing 9.9943% of the shares held by all shareholders present at the meeting; and 939,288 shares abstained from the vote (including 71,100 shares were abstained by default due to non-voting), representing 0.3671% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 228,006,351 shares voted for the proposal, representing

89.5836% of the shares held by minority shareholders present at the meeting; 25,572,339 shares voted against the proposal, representing 10.0474% of the shares held by minority shareholders present at the meeting; and 939,288 shares abstained from the vote (including 71,100 shares were abstained by default due to non-voting), representing 0.3690% 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 has abstained from voting, and the number of recused votes is 464,475,904 shares.

8. Deliberated and approved the *Proposal on amendment< Remuneration management system for directors and senior management >*

Voting result: 228,272,718 shares voted for the proposal, representing 89.6882% of the shares held by all shareholders present at the meeting; 25,304,972 shares voted against the proposal, representing 9.9423% of the shares held by all shareholders present at the meeting; and 940,288 shares abstained from the vote (including 70,900 shares were abstained by default due to non-voting), representing 0.3694% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 228,272,718 shares voted for the proposal, representing 89.6882% of the shares held by minority shareholders present at the meeting; 25,304,972 shares voted against the proposal, representing 9.9423% of the shares held by minority shareholders present at the meeting; and 940,288 shares abstained from the vote (including 70,900 shares were abstained by default due to non-voting), representing 0.3694% 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. Mu Menggang, Mr. Lou Huiyou, has abstained from voting, and the number of recused votes is 465,827,904 shares.

9. Deliberated and approved the *Proposal on amendment< Remuneration management system for directors and senior management >( Applicable after the issuance and listing of H shares)*

Voting result: 228,596,606 shares voted for the proposal, representing 89.8155% of the shares held by all shareholders present at the meeting; 25,377,572 shares voted against the proposal, representing 9.9708% of the shares held by all shareholders present at the meeting; and 543,800 shares abstained from the vote (including 74,700 shares were abstained by default due to non-voting), representing 0.2137% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 228,596,606 shares voted for the proposal, representing 89.8155% of the shares held by minority shareholders present at the meeting; 25,377,572 shares voted against the proposal, representing 9.9708% of the shares held by minority shareholders present at the meeting; and 543,800 shares abstained from the vote (including 74,700 shares were abstained by default due to non-voting), representing 0.2137% 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. Mu Menggang, Mr. Lou Huiyou, has abstained from voting, and the number of recused votes is 465,827,904 shares.

### **III. Independent director's debriefing report**

The Company's independent directors made the presentation of the debriefing report at this meeting. For details of the "2025 Independent Directors' Debriefing Report", please refer to <http://www.cninfo.com.cn>.

### **IV. 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.

### **V. Reference Documents**

1. Announcement on Resolutions of the 2025 Annual General Meeting of Shareholders 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.

20 MAY 2025