

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

### **Announcement on Resolutions of the 2023 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 22 MAY 2024.

Time of online voting: 22 MAY 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 22 MAY 2024; online voting via the Internet of the Shenzhen Stock Exchange is from 9:15 to 15:00 on 22 MAY 2024.

(3) Chair: Chairman Mr. Xu Kaihua

(4) Venue of the on-site meeting: Meeting room of Jingmen GEM Co., Ltd.(No.3 Yingchun Avenue,DuodaoDistrict, 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 27 Apr. 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

63 shareholders made on-site and online voting, representing 581,011,406 shares or 11.3559% of the voting shares of the company. A total of 12 shareholders and shareholder representatives attended the on-site meeting, representing 467,425,204 shares or 9.1359% of the voting shares of the company; 51 shareholders made online voting, representing 113,586,202 shares, or 2.2201% of the voting shares of the company. A total of 54 minority shareholders and proxies authorized by shareholders attended the on-site meeting and the online voting, representing 114,702,502 shares, or 2.2419% of the voting shares of the company. In particular, 3 minority shareholders made on-site voting, representing 1,116,300 shares, or 0.0218% of the voting shares of the company. 51 minority shareholders made online voting, representing 113,586,202 shares, or 2.2201% 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 5,135,586,557 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. All of the directors, some 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 the 2023 Annual Work Report of Board of Directors*

Voting result: 579,919,006 shares voted for the proposal, representing 99.8120% of the shares held by all shareholders present at the meeting; 918,700 shares voted against the proposal, representing 0.1581% of the shares held by all shareholders present at the meeting; and 173,700 shares abstained from the vote (including 0 shares were abstained by default due to non-voting), representing 0.0299% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 113,610,102 shares voted for the proposal, representing 99.0476% of the shares held by minority shareholders present at the meeting; 918,700 shares voted against the proposal, representing 0.8009% of the shares held by minority shareholders present at the meeting; and 173,700 shares abstained from the vote (including 0 shares were abstained by default due to non-voting), representing 0.1514% of the shares held by minority shareholders present at the meeting.

2. Deliberated and approved the *Proposal on the 2023 Annual Work Report of Board of Supervisors*

Voting result: 579,919,006 shares voted for the proposal, representing 99.8120% of the shares held by all shareholders present at the meeting; 918,700 shares voted against the proposal, representing 0.1581% of the shares held by all shareholders present at the meeting; and 173,700 shares abstained from the vote (including 0 shares were abstained by default due to non-voting), representing 0.0299% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 113,610,102 shares voted for the proposal, representing 99.0476% of the shares held by minority shareholders present at the meeting; 918,700 shares voted against the proposal, representing 0.8009% of the shares held by minority shareholders present at the meeting; and 173,700 shares abstained from the vote (including 0 shares were abstained by default due to non-voting), representing 0.1514% of the shares held by minority shareholders present at the meeting.

3. Deliberated and approved the *Proposal on the 2023 annual report and its summary*

Voting result: 579,919,006 shares voted for the proposal, representing 99.8120% of the shares held by all shareholders present at the meeting; 918,700 shares voted against the proposal, representing 0.1581% of the shares held by all shareholders present at the meeting; and 173,700 shares abstained from the vote (including 0 shares were abstained by default due to non-voting), representing 0.0299% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 113,610,102 shares voted for the proposal, representing 99.0476% of the shares held by minority shareholders present at the meeting; 918,700 shares voted against the proposal, representing 0.8009% of the shares held by minority shareholders present at the meeting; and 173,700 shares abstained from the vote (including 0 shares were abstained by default due to non-voting), representing 0.1514% of the shares held by minority shareholders present at the meeting.

4. Deliberated and approved the *Proposal on the 2023 Annual Financial Final Accounts Report*

Voting result: 579,919,006 shares voted for the proposal, representing 99.8120% of the shares held by all shareholders present at the meeting; 918,700 shares voted against the proposal, representing 0.1581% of the shares held by all shareholders present at the meeting; and 173,700 shares abstained from the vote (including 0 shares were abstained by default due to non-voting), representing 0.0299% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 113,610,102 shares voted for the proposal, representing 99.0476% of the shares held by minority shareholders present at the meeting; 918,700 shares voted against the proposal, representing 0.8009% of the shares held by minority

shareholders present at the meeting; and 173,700 shares abstained from the vote (including 0 shares were abstained by default due to non-voting), representing 0.1514% of the shares held by minority shareholders present at the meeting.

5. Deliberated and approved the *Proposal on the 2023 profit distribution plan*

Voting result: 580,283,406 shares voted for the proposal, representing 99.8747% of the shares held by all shareholders present at the meeting; 728,000 shares voted against the proposal, representing 0.1253% of the shares held by all shareholders present at the meeting; and 0 shares abstained from the vote (including 0 shares were abstained by default due to non-voting), representing 0.0000% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 113,974,502 shares voted for the proposal, representing 99.3653% of the shares held by minority shareholders present at the meeting; 728,000 shares voted against the proposal, representing 0.6347% of the shares held by minority shareholders present at the meeting; and 0 shares abstained from the vote (including 0 shares were abstained by default due to non-voting), representing 0.0000% 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.

6. Deliberated and approved the *Proposal on Special reports for the stored funds raised and used in 2023*

Voting result: 579,919,006 shares voted for the proposal, representing 99.8120% of the shares held by all shareholders present at the meeting; 940,600 shares voted against the proposal, representing 0.1619% of the shares held by all shareholders present at the meeting; and 151,800 shares abstained from the vote (including 0 shares were abstained by default due to non-voting), representing 0.0261% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 113,610,102 shares voted for the proposal, representing 99.0476% of the shares held by minority shareholders present at the meeting; 940,600 shares voted against the proposal, representing 0.8200% of the shares held by minority shareholders present at the meeting; and 151,800 shares abstained from the vote (including 0 shares were abstained by default due to non-voting), representing 0.1323% of the shares held by minority shareholders present at the meeting.

7. 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: 576,290,253 shares voted for the proposal, representing 99.1874% of the shares held by all shareholders present at the meeting; 4,721,149 shares voted against the proposal, representing 0.8126% of the shares held by all shareholders present at the

meeting; and 4 shares abstained from the vote (including 0 shares were abstained by default due to non-voting), representing 0.0000% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 109,981,349 shares voted for the proposal, representing 95.8840% of the shares held by minority shareholders present at the meeting; 4,721,149 shares voted against the proposal, representing 4.1160% of the shares held by minority shareholders present at the meeting; and 4 shares abstained from the vote (including 0 shares were abstained by default due to non-voting), representing 0.0000% of the shares held by minority shareholders present at the meeting.

8. 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: 518,845,235 shares voted for the proposal, representing 89.3004% of the shares held by all shareholders present at the meeting; 62,166,171 shares voted against the proposal, representing 10.6996% of the shares held by all shareholders present at the meeting; and 0 shares abstained from the vote (including 0 shares were abstained by default due to non-voting), representing 0.0000% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 52,536,331 shares voted for the proposal, representing 45.8023% of the shares held by minority shareholders present at the meeting; 62,166,171 shares voted against the proposal, representing 54.1977% of the shares held by minority shareholders present at the meeting; and 0 shares abstained from the vote (including 0 shares were abstained by default due to non-voting), representing 0.0000% 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.

9. Deliberated and approved the *Proposal on Changing Part of the investment project with raised funds*

Voting result: 580,070,806 shares voted for the proposal, representing 99.8381% of the shares held by all shareholders present at the meeting; 940,600 shares voted against the proposal, representing 0.1619% of the shares held by all shareholders present at the meeting; and 0 shares abstained from the vote (including 0 shares were abstained by default due to non-voting), representing 0.0000% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 113,761,902 shares voted for the proposal, representing 99.1800% of the shares held by minority shareholders present at the meeting; 940,600 shares voted against the proposal, representing 0.8200% of the shares held by minority shareholders present at the meeting; and 0 shares abstained from the vote (including 0 shares were abstained by default due to non-voting), representing 0.0000% of the shares held by minority shareholders present at the meeting.

### **III. Legal Opinions Issued by Lawyers**

The Company's independent directors made the presentation of the debriefing report at this meeting. For details of the "2023 Independent Directors' Debriefing Report", please refer to <http://www.cninfo.com.cn>.

### **IV. Legal Opinions Issued by Lawyers**

Deng Jie and Zhang Juan 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 2023 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.

22 MAY 2024