

GEM Co., Ltd.

Announcement on Resolutions of 4th 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 11 September 2025.

Time of online voting: 11 September 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 11 September 2025..

(3) Chair: Chairman Mr. Xu Kaihua

(4) Venue of the on-site meeting: Meeting Room of Jingmen GEM Co., Ltd. (No. 3 Yingchun Avenue, High-tech District, Duodao District, Jingmen City, Hubei Province).

(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 25 August 2025 and 20 May 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

2,676 shareholders made on-site and online voting, representing 619,010,465 shares or 12.1400% of the voting shares of the company. A total of 11 shareholders and shareholder representatives attended the on-site meeting, representing 466,710,904 shares or 9.1531% of the voting shares of the company; 2,665 shareholders made online voting, representing 152,299,561 shares, or 2.9869% of the voting shares of the company. A total of 2,664 minority shareholders and proxies authorized by shareholders attended the on-site meeting and the online voting, representing 151,949,561 shares, or 2.9800% of the voting shares of the company. In particular, 0 minority shareholders made on-site voting, representing 0 shares, or 0% of the voting shares of the company. 2,664 minority shareholders made online voting, representing 151,949,561 shares, or 2.9800% 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 5,124,299,057 shares; the Company had repurchased an aggregate of 25,373,300 shares of the Company through the special securities account for repurchase by way of centralized bidding transactions, accounting for 0.50% 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 Amending the <Articles of Association> and Related Rules of Procedure and the Corresponding Business Registration*”.

Voting result: 586,139,052 shares voted for the proposal, representing 94.6897% of the shares held by all shareholders present at the meeting; 29,403,013 shares voted against the proposal, representing 4.7500% of the shares held by all shareholders present at the meeting; and 3,468,400 shares abstained from the vote (including 1,668,100 shares were abstained by default due to non-voting), representing 0.5603% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 119,078,148 shares voted for the proposal, representing 78.3669% of the shares held by minority shareholders present at the meeting; 29,403,013 shares voted against the proposal, representing 19.3505% of the shares held by minority shareholders present at the meeting; and 3,468,400 shares abstained from the vote (including 1,668,100 shares were abstained by default due to non-voting), representing 2.2826% 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.

2. Item-by-item deliberated and approved the “*Proposal on Amending and Establishing and Amending Certain Internal Governance Policies of the Company*”

2.01 “*Working System for Independent Directors*”

Voting result: 534,739,516 shares voted for the proposal, representing 86.3862% of the shares held by all shareholders present at the meeting; 82,203,449 shares voted against the proposal, representing 13.2798% of the shares held by all shareholders present at the meeting; and 2,067,500 shares abstained from the vote (including 224,800 shares were abstained by default due to non-voting), representing 0.3340% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 67,678,612 shares voted for the proposal, representing 44.5402% of the shares held by minority shareholders present at the meeting; 82,203,449 shares voted against the proposal, representing 54.0992% of the shares held by minority shareholders present at the meeting; and 2,067,500 shares abstained from the vote (including 224,800 shares were abstained by default due to non-voting), representing 1.3606% of the shares held by minority shareholders present at the meeting.

2.02 “*Internal Control and Decision-making Policy for Related Party Transactions*”

Voting result: 534,003,564 shares voted for the proposal, representing 86.2673% of the shares held by all shareholders present at the meeting; 82,090,901 shares voted against the proposal, representing 13.2616% of the shares held by all shareholders present at the meeting; and 2,916,000 shares abstained from the vote (including 1,108,800 shares were abstained by default due to non-voting), representing 0.4711% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 66,942,660 shares voted for the proposal, representing 44.0558% of the shares held by minority shareholders present at the meeting; 82,090,901 shares voted against the proposal, representing 54.0251% of the shares held by minority shareholders present at the meeting; and 2,916,000 shares abstained from the vote (including 1,108,800 shares were abstained by default due to non-voting), representing 1.9191% of the shares held by minority shareholders present at the meeting.

2.03 “*Administrative Measures for the Use of Proceeds*”

Voting result: 533,863,164 shares voted for the proposal, representing 86.2446% of the shares held by all shareholders present at the meeting; 82,182,101 shares voted against the proposal, representing 13.2764% of the shares held by all shareholders present at the meeting; and 2,965,200 shares abstained from the vote (including 1,149,000 shares were abstained by default due to non-voting), representing 0.4790% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 66,802,260 shares voted for the proposal, representing 43.9634% of the shares held by minority shareholders present at the meeting; 82,182,101 shares voted against the proposal, representing 54.0851% of the shares held by minority shareholders present at the meeting; and 2,965,200 shares abstained from the vote (including 1,149,000 shares were abstained by default due to non-voting), representing

1.9514% of the shares held by minority shareholders present at the meeting.

2.04 *“Remuneration Management Policy for Directors and Senior Management”*

Voting result: 119,772,548 shares voted for the proposal, representing 78.1170% of the shares held by all shareholders present at the meeting; 30,507,813 shares voted against the proposal, representing 19.8975% of the shares held by all shareholders present at the meeting; and 3,044,200 shares abstained from the vote (including 1,098,800 shares were abstained by default due to non-voting), representing 1.9855% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 118,397,548 shares voted for the proposal, representing 77.9190% of the shares held by minority shareholders present at the meeting; 30,507,813 shares voted against the proposal, representing 20.0776% of the shares held by minority shareholders present at the meeting; and 3,044,200 shares abstained from the vote (including 1,098,800 shares were abstained by default due to non-voting), representing 2.0034% of the shares held by minority shareholders present at the meeting.

The related shareholders, Shenzhen Huifengyuan Investment Co., Ltd., Fengcheng Xinyuanxing New Materials Co., Ltd., Mr. Xu Kaihua, Ms. Wang Min, Mr. Zhou Bo, Mr. Pan Hua, Mr. Wang Qiang, Mr. Wang Yi and Mr. Lv Zhi, have abstained from voting. The number of shares they abstained from voting is 465,685,904.

2.05 *“Management Policy for Industrial Chain Equity Investments (including Strategic Equity Investments in Securities)”*

Voting result: 533,850,364 shares voted for the proposal, representing 86.2425% of the shares held by all shareholders present at the meeting; 82,102,101 shares voted against the proposal, representing 13.2634% of the shares held by all shareholders present at the meeting; and 3,058,000 shares abstained from the vote (including 1,240,200 shares were abstained by default due to non-voting), representing 0.4940% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 66,789,460 shares voted for the proposal, representing 43.9550% of the shares held by minority shareholders present at the meeting; 82,102,101 shares voted against the proposal, representing 54.0325% of the shares held by minority shareholders present at the meeting; and 3,058,000 shares abstained from the vote (including 1,240,200 shares were abstained by default due to non-voting), representing 2.0125% of the shares held by minority shareholders present at the meeting.

2.06 *“Management Policy for Foreign Exchange Derivative Trading Business”*

Voting result: 533,815,064 shares voted for the proposal, representing 86.2368% of the shares held by all shareholders present at the meeting; 82,041,501 shares voted against the proposal, representing 13.2537% of the shares held by all shareholders present at the meeting; and 3,153,900 shares abstained from the vote (including 1,305,100 shares were abstained by default due to non-voting), representing 0.5095% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 66,754,160 shares voted for the proposal, representing 43.9318% of the shares held by minority shareholders present at the meeting; 82,041,501 shares voted against the proposal, representing 53.9926% of the shares held by minority

shareholders present at the meeting; and 3,153,900 shares abstained from the vote (including 1,305,100 shares were abstained by default due to non-voting), representing 2.0756% of the shares held by minority shareholders present at the meeting.

2.07 *“Policy on the Selection and Appointment of Accounting Firms”*

Voting result: 534,810,764 shares voted for the proposal, representing 86.3977% of the shares held by all shareholders present at the meeting; 81,990,801 shares voted against the proposal, representing 13.2455% of the shares held by all shareholders present at the meeting; and 2,208,900 shares abstained from the vote (including 402,100 shares were abstained by default due to non-voting), representing 0.3568% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 67,749,860 shares voted for the proposal, representing 44.5871% of the shares held by minority shareholders present at the meeting; 81,990,801 shares voted against the proposal, representing 53.9592% of the shares held by minority shareholders present at the meeting; and 2,208,900 shares abstained from the vote (including 402,100 shares were abstained by default due to non-voting), representing 1.4537% of the shares held by minority shareholders present at the meeting.

3. Deliberated and approved the *“Proposal on the Issuance of H-Shares and Listing on the Main Board of The Stock Exchange of Hong Kong Limited(“HKSE”)*”.

Voting result: 586,943,381 shares voted for the proposal, representing 94.8196% of the shares held by all shareholders present at the meeting; 30,890,384 shares voted against the proposal, representing 4.9903% of the shares held by all shareholders present at the meeting; and 1,176,700 shares abstained from the vote (including 269,700 shares were abstained by default due to non-voting), representing 0.1901% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 119,882,477 shares voted for the proposal, representing 78.8962% of the shares held by minority shareholders present at the meeting; 30,890,384 shares voted against the proposal, representing 20.3294% of the shares held by minority shareholders present at the meeting; and 1,176,700 shares abstained from the vote (including 269,700 shares were abstained by default due to non-voting), representing 0.7744% 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. Item-by-item deliberated and approved the *“Proposal on the Scheme for the Issuance of H-Shares and Listing on the Main Board of HKSE”*.

4.01 *“Type and Nominal Value of the Shares to be Issued”*

Voting result: 585,000,981 shares voted for the proposal, representing 94.5058% of the shares held by all shareholders present at the meeting; 30,931,184 shares voted against the proposal, representing 4.9969% of the shares held by all shareholders present at the meeting; and 3,078,300 shares abstained from the vote (including 1,238,200 shares were abstained by default due to non-voting), representing 0.4973% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 117,940,077 shares voted for the proposal, representing

77.6179% of the shares held by minority shareholders present at the meeting; 30,931,184 shares voted against the proposal, representing 20.3562% of the shares held by minority shareholders present at the meeting; and 3,078,300 shares abstained from the vote (including 1,238,200 shares were abstained by default due to non-voting), representing 2.0259% 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.

4.02 *“Timing of Issuance and Listing”*

Voting result: 585,134,681 shares voted for the proposal, representing 94.5274% of the shares held by all shareholders present at the meeting; 30,811,084 shares voted against the proposal, representing 4.9775% of the shares held by all shareholders present at the meeting; and 3,064,700 shares abstained from the vote (including 1,238,200 shares were abstained by default due to non-voting), representing 0.4951% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 118,073,777 shares voted for the proposal, representing 77.7059% of the shares held by minority shareholders present at the meeting; 30,811,084 shares voted against the proposal, representing 20.2772% of the shares held by minority shareholders present at the meeting; and 3,064,700 shares abstained from the vote (including 1,238,200 shares were abstained by default due to non-voting), representing 2.0169% 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.

4.03 *“Method of Issuance”*

Voting result: 584,946,581 shares voted for the proposal, representing 94.4970% of the shares held by all shareholders present at the meeting; 30,967,584 shares voted against the proposal, representing 5.0028% of the shares held by all shareholders present at the meeting; and 3,096,300 shares abstained from the vote (including 1,238,200 shares were abstained by default due to non-voting), representing 0.5002% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 117,885,677 shares voted for the proposal, representing 77.5821% of the shares held by minority shareholders present at the meeting; 30,967,584 shares voted against the proposal, representing 20.3802% of the shares held by minority shareholders present at the meeting; and 3,096,300 shares abstained from the vote (including 1,238,200 shares were abstained by default due to non-voting), representing 2.0377% 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.

4.04 *“Offering Size”*

Voting result: 585,040,981 shares voted for the proposal, representing 94.5123% of the shares held by all shareholders present at the meeting; 30,180,184 shares voted against the proposal, representing 4.8756% of the shares held by all shareholders present at the meeting; and 3,789,300 shares abstained from the vote (including 1,934,400 shares were

abstained by default due to non-voting), representing 0.6122% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 117,980,077 shares voted for the proposal, representing 77.6442% of the shares held by minority shareholders present at the meeting; 30,180,184 shares voted against the proposal, representing 19.8620% of the shares held by minority shareholders present at the meeting; and 3,789,300 shares abstained from the vote (including 1,934,400 shares were abstained by default due to non-voting), representing 2.4938% 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.

4.05 *“Pricing Method”*

Voting result: 584,926,881 shares voted for the proposal, representing 94.4939% of the shares held by all shareholders present at the meeting; 30,293,084 shares voted against the proposal, representing 4.8938% of the shares held by all shareholders present at the meeting; and 3,790,500 shares abstained from the vote (including 1,913,700 shares were abstained by default due to non-voting), representing 0.6123% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 117,865,977 shares voted for the proposal, representing 77.5691% of the shares held by minority shareholders present at the meeting; 30,293,084 shares voted against the proposal, representing 19.9363% of the shares held by minority shareholders present at the meeting; and 3,790,500 shares abstained from the vote (including 1,913,700 shares were abstained by default due to non-voting), representing 2.4946% 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.

4.06 *“Target Investors”*

Voting result: 584,954,881 shares voted for the proposal, representing 94.4984% of the shares held by all shareholders present at the meeting; 30,213,284 shares voted against the proposal, representing 3,842,300 % of the shares held by all shareholders present at the meeting; and 3,842,300 shares abstained from the vote (including 1,983,300 shares were abstained by default due to non-voting), representing 0.6207% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 117,893,977 shares voted for the proposal, representing 77.5876% of the shares held by minority shareholders present at the meeting; 30,213,284 shares voted against the proposal, representing 19.8838% of the shares held by minority shareholders present at the meeting; and 3,842,300 shares abstained from the vote (including 1,983,300 shares were abstained by default due to non-voting), representing 2.5287% 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.

4.07 *“Offering Principles”*

Voting result: 584,893,581 shares voted for the proposal, representing 94.4885% of the shares held by all shareholders present at the meeting; 30,259,784 shares voted against the proposal, representing 4.8884% of the shares held by all shareholders present at the meeting; and 3,857,100 shares abstained from the vote (including 1,983,300 shares were abstained by default due to non-voting), representing 0.6231% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 117,832,677 shares voted for the proposal, representing 77.5472% of the shares held by minority shareholders present at the meeting; 30,259,784 shares voted against the proposal, representing 19.9144% of the shares held by minority shareholders present at the meeting; and 3,857,100 shares abstained from the vote (including 1,983,300 shares were abstained by default due to non-voting), representing 2.5384% 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.

4.08 *“Place of Listing”*

Voting result: 585,045,781 shares voted for the proposal, representing 94.5131% of the shares held by all shareholders present at the meeting; 30,138,584 shares voted against the proposal, representing 4.8688% of the shares held by all shareholders present at the meeting; and 3,826,100 shares abstained from the vote (including 1,983,400 shares were abstained by default due to non-voting), representing 0.6181% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 117,984,877 shares voted for the proposal, representing 77.6474% of the shares held by minority shareholders present at the meeting; 30,138,584 shares voted against the proposal, representing 19.8346% of the shares held by minority shareholders present at the meeting; and 3,826,100 shares abstained from the vote (including 1,983,400 shares were abstained by default due to non-voting), representing 2.5180% 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.

4.09 *“Underwriting Arrangement”*

Voting result: 584,821,781 shares voted for the proposal, representing 94.4769% of the shares held by all shareholders present at the meeting; 30,305,384 shares voted against the proposal, representing 4.8958% of the shares held by all shareholders present at the meeting; and 3,883,300 shares abstained from the vote (including 1,989,400 shares were abstained by default due to non-voting), representing 0.6273% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 117,760,877 shares voted for the proposal, representing 77.5000% of the shares held by minority shareholders present at the meeting; 30,305,384 shares voted against the proposal, representing 19.9444% of the shares held by minority shareholders present at the meeting; and 3,883,300 shares abstained from the vote (including 1,989,400 shares were abstained by default due to non-voting), representing 2.5557% 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 Plan for the Use of Proceeds from the H-Share Issuance”*

Voting result: 584,976,592 shares voted for the proposal, representing 94.5019% of the shares held by all shareholders present at the meeting; 30,254,573 shares voted against the proposal, representing 4.8876% of the shares held by all shareholders present at the meeting; and 3,779,300 shares abstained from the vote (including 1,982,700 shares were abstained by default due to non-voting), representing 0.6105% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 117,915,688 shares voted for the proposal, representing 77.6019% of the shares held by minority shareholders present at the meeting; 30,254,573 shares voted against the proposal, representing 19.9109% of the shares held by minority shareholders present at the meeting; and 3,779,300 shares abstained from the vote (including 1,982,700 shares were abstained by default due to non-voting), representing 2.4872% 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 the Validity Period of the Resolutions Regarding the H-Share Issuance and Listing”*

Voting result: 585,989,292 shares voted for the proposal, representing 94.6655% of the shares held by all shareholders present at the meeting; 30,231,673 shares voted against the proposal, representing 4.8839% of the shares held by all shareholders present at the meeting; and 2,789,500 shares abstained from the vote (including 1,050,600 shares were abstained by default due to non-voting), representing 0.4506% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 118,928,388 shares voted for the proposal, representing 78.2683% of the shares held by minority shareholders present at the meeting; 30,231,673 shares voted against the proposal, representing 19.8959% of the shares held by minority shareholders present at the meeting; and 2,789,500 shares abstained from the vote (including 1,050,600 shares were abstained by default due to non-voting), representing 1.8358% 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 Requesting the Shareholders’ General Meeting to Grant a General Mandate to the Board of Directors and its Authorized Persons to Handle All Matters Related to the H-Share Issuance and Listing”*

Voting result: 585,049,392 shares voted for the proposal, representing 94.5137% of the shares held by all shareholders present at the meeting; 30,142,473 shares voted against the proposal, representing 4.8695% of the shares held by all shareholders present at the meeting; and 3,818,600 shares abstained from the vote (including 2,003,300 shares were abstained by default due to non-voting), representing 0.6169% of the shares held by all

shareholders present at the meeting.

Voting of minority shareholders: 117,988,488 shares voted for the proposal, representing 77.6498% of the shares held by minority shareholders present at the meeting; 30,142,473 shares voted against the proposal, representing 19.8372% of the shares held by minority shareholders present at the meeting; and 3,818,600 shares abstained from the vote (including 2,003,300 shares were abstained by default due to non-voting), representing 2.5131% 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.

8. Deliberated and approved the *“Proposal on the Distribution Plan for Accumulated Profits Prior to the H-Share Issuance”*

Voting result: 585,810,492 shares voted for the proposal, representing 94.6366% of the shares held by all shareholders present at the meeting; 30,284,073 shares voted against the proposal, representing 4.8923% of the shares held by all shareholders present at the meeting; and 2,915,900 shares abstained from the vote (including 1,074,600 shares were abstained by default due to non-voting), representing 0.4711% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 118,749,588 shares voted for the proposal, representing 78.1507% of the shares held by minority shareholders present at the meeting; 30,284,073 shares voted against the proposal, representing 19.9303% of the shares held by minority shareholders present at the meeting; and 2,915,900 shares abstained from the vote (including 1,074,600 shares were abstained by default due to non-voting), representing 1.9190% 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 Amending the Articles of Association and Related Rules of Procedure in connection with the H-Share Issuance and Listing”*

Voting result: 585,891,092 shares voted for the proposal, representing 94.6496% of the shares held by all shareholders present at the meeting; 30,166,473 shares voted against the proposal, representing 4.8733% of the shares held by all shareholders present at the meeting; and 2,952,900 shares abstained from the vote (including 1,072,600 shares were abstained by default due to non-voting), representing 0.4770% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 118,830,188 shares voted for the proposal, representing 78.2037% of the shares held by minority shareholders present at the meeting; 30,166,473 shares voted against the proposal, representing 19.8530% of the shares held by minority shareholders present at the meeting; and 2,952,900 shares abstained from the vote (including 1,072,600 shares were abstained by default due to non-voting), representing 1.9433% 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.

10. Item-by-item deliberated and approved the *“Proposal on Amending and Establishing*

Internal Governance Policies of the Company (Applicable Post-H-Share Issuance and Listing)”

10.01 *“Working System for Independent Directors (Draft)”*

Voting result: 586,678,092 shares voted for the proposal, representing 94.7768% of the shares held by all shareholders present at the meeting; 29,997,273 shares voted against the proposal, representing 4.8460% of the shares held by all shareholders present at the meeting; and 2,335,100 shares abstained from the vote (including 1,066,800 shares were abstained by default due to non-voting), representing 0.3772% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 119,617,188 shares voted for the proposal, representing 78.7216% of the shares held by minority shareholders present at the meeting; 29,997,273 shares voted against the proposal, representing 19.7416% of the shares held by minority shareholders present at the meeting; and 2,335,100 shares abstained from the vote (including 1,066,800 shares were abstained by default due to non-voting), representing 1.5368% of the shares held by minority shareholders present at the meeting.

10.02 *“Internal Control and Decision-Making Policy for Related-Party Transactions (Draft)”*

Voting result: 585,189,992 shares voted for the proposal, representing 94.5364% of the shares held by all shareholders present at the meeting; 29,896,473 shares voted against the proposal, representing 4.8297% of the shares held by all shareholders present at the meeting; and 3,924,000 shares abstained from the vote (including 2,002,200 shares were abstained by default due to non-voting), representing 0.6339% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 118,129,088 shares voted for the proposal, representing 77.7423% of the shares held by minority shareholders present at the meeting; 29,896,473 shares voted against the proposal, representing 19.6753% of the shares held by minority shareholders present at the meeting; and 3,924,000 shares abstained from the vote (including 2,002,200 shares were abstained by default due to non-voting), representing 2.5824% of the shares held by minority shareholders present at the meeting.

10.03 *“Administrative Measures for the Use of Proceeds (Draft)”*

Voting result: 584,880,492 shares voted for the proposal, representing 94.4864% of the shares held by all shareholders present at the meeting; 30,219,573 shares voted against the proposal, representing 4.8819% of the shares held by all shareholders present at the meeting; and 3,910,400 shares abstained from the vote (including 2,015,500 shares were abstained by default due to non-voting), representing 0.6317% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 117,819,588 shares voted for the proposal, representing 77.5386% of the shares held by minority shareholders present at the meeting; 30,219,573 shares voted against the proposal, representing 19.8879% of the shares held by minority shareholders present at the meeting; and 3,910,400 shares abstained from the vote (including 2,015,500 shares were abstained by default due to non-voting), representing 2.5735% of the shares held by minority shareholders present at the meeting.

10.04 *“Remuneration Management Policy for Directors and Senior Management (Draft)”*

Voting result: 120,360,748 shares voted for the proposal, representing 78.5006% of the shares held by all shareholders present at the meeting; 29,938,113 shares voted against the proposal, representing 19.5260% of the shares held by all shareholders present at the meeting; and 3,025,700 shares abstained from the vote (including 1,090,800 shares were abstained by default due to non-voting), representing 1.9734% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 118,985,748 shares voted for the proposal, representing 78.3061% of the shares held by minority shareholders present at the meeting; 29,938,113 shares voted against the proposal, representing 19.7027% of the shares held by minority shareholders present at the meeting; and 3,025,700 shares abstained from the vote (including 1,090,800 shares were abstained by default due to non-voting), representing 1.9913% of the shares held by minority shareholders present at the meeting.

The related shareholders, Shenzhen Huifengyuan Investment Co., Ltd., Fengcheng Xinyuanxing New Materials Co., Ltd., Mr. Xu Kaihua, Ms. Wang Min, Mr. Zhou Bo, Mr. Pan Hua, Mr. Wang Qiang, Mr. Wang Yi and Mr. Lv Zhi, have abstained from voting. The number of shares they abstained from voting is 465,685,904.

11. Deliberated and approved the *“Proposal on the Election of Additional Independent Directors to the 7th Session of the Board of Directors of the Company”*

At this shareholders' meeting, Ms. Chen Yingqi was elected as an independent director of the seventh board of directors of the company. Although Ms. Chen Yingqi has not yet obtained the qualification certificate for independent director, she has provided a written commitment to participate in the next available independent director qualification training and obtain the qualification certificate recognized by the Shenzhen Stock Exchange. Her qualifications and independence have been reviewed by the Shenzhen Stock Exchange with no objections. Her term will commence from the date of approval at this shareholders' meeting and the company's issuance of H-shares and listing on the Main Board of The Stock Exchange of Hong Kong Limited, and will continue until the expiration of the term of the seventh board of directors.

Voting result: 585,385,052 shares voted for the proposal, representing 94.5679% of the shares held by all shareholders present at the meeting; 29,672,713 shares voted against the proposal, representing 4.7936% of the shares held by all shareholders present at the meeting; and 3,952,700 shares abstained from the vote (including 2,012,600 shares were abstained by default due to non-voting), representing 0.6386% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 118,324,148 shares voted for the proposal, representing 77.8707% of the shares held by minority shareholders present at the meeting; 29,672,713 shares voted against the proposal, representing 19.5280% of the shares held by minority shareholders present at the meeting; and 3,952,700 shares abstained from the vote (including 2,012,600 shares were abstained by default due to non-voting), representing 2.6013% of the shares held by minority shareholders present at the meeting.

12. Deliberated and approved the *“Proposal on the Division of Roles and*

Responsibilities of Directors”

Voting result: 586,268,492 shares voted for the proposal, representing 94.7106% of the shares held by all shareholders present at the meeting; 29,748,173 shares voted against the proposal, representing 4.8058% of the shares held by all shareholders present at the meeting; and 2,993,800 shares abstained from the vote (including 1,078,900 shares were abstained by default due to non-voting), representing 0.4836% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 119,207,5883 shares voted for the proposal, representing 78.4521% of the shares held by minority shareholders present at the meeting; 29,748,173 shares voted against the proposal, representing 19.5777% of the shares held by minority shareholders present at the meeting; and 2,993,800 shares abstained from the vote (including 1,078,900 shares were abstained by default due to non-voting), representing 1.9703% of the shares held by minority shareholders present at the meeting.

13. Deliberated and approved the *“Proposal on Procuring Directors’ and Officers’ (D&O) Liability Insurance and Prospectus Liability Insurance”*

Voting result: 112,339,024 shares voted for the proposal, representing 73.2688% of the shares held by all shareholders present at the meeting; 30,943,689 shares voted against the proposal, representing 20.1818% of the shares held by all shareholders present at the meeting; and 10,041,848 shares abstained from the vote (including 1,078,900 shares were abstained by default due to non-voting), representing 6.5494% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 110,964,024 shares voted for the proposal, representing 73.0269% of the shares held by minority shareholders present at the meeting; 30,943,689 shares voted against the proposal, representing 20.3644% of the shares held by minority shareholders present at the meeting; and 10,041,848 shares abstained from the vote (including 1,078,900 shares were abstained by default due to non-voting), representing 6.6087% of the shares held by minority shareholders present at the meeting.

The related shareholders, Shenzhen Huifengyuan Investment Co., Ltd., Fengcheng Xinyuanxing New Materials Co., Ltd., Mr. Xu Kaihua, Ms. Wang Min, Mr. Zhou Bo, Mr. Pan Hua, Mr. Wang Qiang, Mr. Wang Yi and Mr. Lv Zhi, have abstained from voting. The number of shares they abstained from voting is 465,685,904.

14. Deliberated and approved the *“Proposal on the Appointment of Auditors for the H-Share Issuance and Listing”*

Voting result: 585,834,392 shares voted for the proposal, representing 94.6405% of the shares held by all shareholders present at the meeting; 30,285,373 shares voted against the proposal, representing 4.8925% of the shares held by all shareholders present at the meeting; and 2,890,700 shares abstained from the vote (including 1,080,700 shares were abstained by default due to non-voting), representing 0.4670% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 118,773,488 shares voted for the proposal, representing 78.1664% of the shares held by minority shareholders present at the meeting; 30,285,373 shares voted against the proposal, representing 19.9312% of the shares held by minority shareholders present at the meeting; and 2,890,700 shares abstained from the vote

(including 1,080,700 shares were abstained by default due to non-voting), representing 1.9024% of the shares held by minority shareholders present at the meeting.

15. Deliberated and approved the “*Proposal on the Report on the Use of Proceeds from the Previous Fundraising*”

Voting result: 586,098,452 shares voted for the proposal, representing 94.6831% of the shares held by all shareholders present at the meeting; 28,955,713 shares voted against the proposal, representing 4.6777% of the shares held by all shareholders present at the meeting; and 3,956,300 shares abstained from the vote (including 2,525,000 shares were abstained by default due to non-voting), representing 0.6391% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 119,037,548 shares voted for the proposal, representing 78.3402% of the shares held by minority shareholders present at the meeting; 28,955,713 shares voted against the proposal, representing 19.0561% of the shares held by minority shareholders present at the meeting; and 3,956,300 shares abstained from the vote (including 2,525,000 shares were abstained by default due to non-voting), representing 2.6037% of the shares held by minority shareholders present at the meeting.

16. Deliberated and approved the “*Proposal on the Failure to Meet the Vesting Conditions for the Third Vesting Period of the 2022 Restricted Shares Incentive Plan and the Adjustment of the Repurchase Price and the Repurchase and Cancellation of Certain Restricted Shares*”

Voting result: 583,235,152 shares voted for the proposal, representing 94.6855% of the shares held by all shareholders present at the meeting; 28,884,413 shares voted against the proposal, representing 4.6892% of the shares held by all shareholders present at the meeting; and 3,851,300 shares abstained from the vote (including 2,574,000 shares were abstained by default due to non-voting), representing 0.6252% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 119,213,848 shares voted for the proposal, representing 78.4562% of the shares held by minority shareholders present at the meeting; 28,884,413 shares voted against the proposal, representing 19.0092% of the shares held by minority shareholders present at the meeting; and 3,851,300 shares abstained from the vote (including 2,574,000 shares were abstained by default due to non-voting), representing 2.5346% of the shares held by minority shareholders present at the meeting.

The related shareholders, Mr. Zhou Bo, Mr. Pan Hua, Mr. Wang Qiang and Mr. Lv Zhi, have abstained from voting. The number of shares they abstained from voting is 3,039,600.

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.

III. Legal Opinions Issued by Lawyers

Dai Yi and Deng Jie 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 4th 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.

11 September 2025