

**GEM Co., Ltd.**  
**Announcement on Resolutions of 5th 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 03 November 2025.

Time of online voting: 03 November 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 03 November 2025; online voting via the Internet of the Shenzhen Stock Exchange is from 9:15 to 15:00 on 03 November 2025.

(3) Chair: Director Ms. Wang Min

As Chairman Mr. Xu Kaihua was unable to chair the EGM due to work reasons, in accordance with the Company's *Articles of Association*, the EGM was chaired by Director Ms. Wang Min as jointly elected by more than half of the Board of Directors of the Company.

(4) Venue of the on-site meeting: Meeting room of Jingmen GEM Co., Ltd.(No.3 Yingchun Avenue, Duodao District, 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 15 October 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

A total of 2,984 shareholders participated in the on-site and online voting, representing 591,516,200 shares, accounting for 11.6008% of the company's total voting shares. Among them: 10 shareholders participated in the on-site voting, representing 465,943,104 shares, accounting for 9.1381% of the company's total voting shares; 2,974 shareholders participated in the online voting, representing 125,573,096 shares, accounting for 2.4627% of the company's total voting shares. 2,974 minority shareholders participated in the on-site and online voting, representing 125,573,096 shares, accounting for 2.4627% of the company's total voting shares. Among them: 0 minority shareholders participated in the on-site voting, representing 0 shares, accounting for 0.0000% of the company's total voting shares; 2,974 minority shareholders participated in the online voting, representing 125,573,096 shares, accounting for 2.4627% 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 5,124,299,057 shares. The number of repurchased shares in the special securities account for share repurchase of the Company is 25,373,300 shares, accounting for 0.50% 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. Some of the directors, 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 capital increase and share expansion of wholly-owned subsidiaries to implement equity reorganization and related transactions”*.

Voting result: 579,501,722 shares voted for the proposal, representing 98.0961% of the shares held by all shareholders present at the meeting; 10,307,178 shares voted against the proposal, representing 1.7448% of the shares held by all shareholders present at the meeting; and 940,100 shares abstained from the vote (including 4,300 shares were abstained by default due to non-voting), representing 0.1591% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 114,325,818 shares voted for the proposal, representing 91.0432% of the shares held by minority shareholders present at the meeting; 10,307,178

shares voted against the proposal, representing 8.2081% of the shares held by minority shareholders present at the meeting; and 940,100 shares abstained from the vote (including 4,300 shares were abstained by default due to non-voting), representing 0.7486% of the shares held by minority shareholders present at the meeting.

The related shareholders, Mr. Zhang Kun and Mr. Lyu Zhi, have abstained from voting. The number of shares they abstained from voting is 767,200.

2. Deliberated and approved the *“Proposal on Financial Assistance During the Transitional Period for the Capital Increase and Expansion of Our Fully-Owned Subsidiary Company”*.

Voting result: 580,173,800 shares voted for the proposal, representing 98.0825% of the shares held by all shareholders present at the meeting; 10,315,400 shares voted against the proposal, representing 1.7439% of the shares held by all shareholders present at the meeting; and 1,027,000 shares abstained from the vote (including 70,700 shares were abstained by default due to non-voting), representing 0.1736% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 114,230,696 shares voted for the proposal, representing 90.9675% of the shares held by minority shareholders present at the meeting; 10,315,400 shares voted against the proposal, representing 8.2147% of the shares held by minority shareholders present at the meeting; and 1,027,000 shares abstained from the vote (including 70,700 shares were abstained by default due to non-voting), representing 0.8178% of the shares held by minority shareholders present at the meeting.

3. Deliberated and approved the *“Proposal on the Estimated Increase in Routine Transactions for the Year 2025”*.

Voting result: 580,519,700 shares voted for the proposal, representing 98.1410% of the shares held by all shareholders present at the meeting; 9,801,700 shares voted against the proposal, representing 1.6570% of the shares held by all shareholders present at the meeting; and 1,194,800 shares abstained from the vote (including 91,700 shares were abstained by default due to non-voting), representing 0.2020% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 114,576,596 shares voted for the proposal, representing 91.2429% of the shares held by minority shareholders present at the meeting; 9,801,700 shares voted against the proposal, representing 7.8056% of the shares held by minority shareholders present at the meeting; and 1,194,800 shares abstained from the vote (including 91,700 shares were abstained by default due to non-voting), representing 0.9515% of the shares held by minority shareholders present at the meeting.

4. Deliberated and approved the *“Proposal on Changing the Registered Address, Amending the 'Company Charter' and Completing the Business Registration Changes”*.

Voting result: 581,094,200 shares voted for the proposal, representing 98.2381% of the shares held by all shareholders present at the meeting; 9,215,200 shares voted against the proposal, representing 1.5579% of the shares held by all shareholders present at the meeting; and 1,206,800 shares abstained from the vote (including 94,600 shares were abstained by default due to non-voting), representing 0.2040% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 115,151,096 shares voted for the proposal, representing 91.7005% of the shares held by minority shareholders present at the meeting; 9,215,200 shares voted against the proposal, representing 7.3385% of the shares held by minority shareholders present at the meeting; and 1,206,800 shares abstained from the vote (including 94,600 shares were abstained by default due to non-voting), representing 0.9610% 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.

### **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 5th 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.

03 November 2025