

GEM Co., Ltd.

Announcement on Resolutions of 2nd 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 13 Feb 2025.

Time of online voting: 13 Feb 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 13 Feb 2025; online voting via the Internet of the Shenzhen Stock Exchange is from 9:15 to 15:00 on 13 Feb 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, 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 21 Jan 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

2,516 shareholders made on-site and online voting, representing 567,107,925 shares or 11.0736% of the voting shares of the company. A total of 9 shareholders and shareholder representatives attended the on-site meeting, representing 466,016,904 shares or 9.0996% of the voting shares of the company; 2,507 shareholders made online voting, representing 101,091,021 shares, or 1.9739% of the voting shares of the company. A total of 2,508 minority shareholders and proxies authorized by shareholders attended the on-site meeting and the online voting, representing 101,091,521 shares, or 1.9740% of the voting shares of the company. In particular, 1 minority shareholders made on-site voting, representing 500 shares, or 0.0000% of the voting shares of the company. 2,507 minority shareholders made online voting, representing 101,091,021 shares, or 1.9739% 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 5,126,291,557 shares; the Company had repurchased an aggregate of 5,014,800 shares of the Company through the special securities account for repurchase by way of centralized bidding transactions, accounting for 0.10% 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. Item-by-item deliberated and approved *Proposal on the program to repurchase the Company's shares*

1.01 Purpose of share repurchase

Voting result: 556,521,694 shares voted for the proposal, representing 98.1333% of the shares held by all shareholders present at the meeting; 9,978,363 shares voted against the proposal, representing 1.7595% of the shares held by all shareholders present at the meeting; and 607,868 shares abstained from the vote (including 48,200 shares were abstained by default due to non-voting), representing 0.1072% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 90,505,290 shares voted for the proposal, representing 89.5281% of the shares held by minority shareholders present at the meeting; 9,978,363 shares voted against the proposal, representing 9.8706% of the shares held by minority shareholders present at the meeting; and 607,868 shares abstained from the vote (including 48,200 shares were abstained by default due to non-voting), representing

0.6013% of the shares held by minority shareholders present at the meeting.

1.02 Repurchase of shares meets the relevant conditions

Voting result: 555,443,094 shares voted for the proposal, representing 97.9431% of the shares held by all shareholders present at the meeting; 9,938,163 shares voted against the proposal, representing 1.7524% of the shares held by all shareholders present at the meeting; and 1,726,668 shares abstained from the vote (including 1,130,500 shares were abstained by default due to non-voting), representing 0.3045% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 89,426,690 shares voted for the proposal, representing 88.4611% of the shares held by minority shareholders present at the meeting; 9,938,163 shares voted against the proposal, representing 9.8309% of the shares held by minority shareholders present at the meeting; and 1,726,668 shares abstained from the vote (including 1,130,500 shares were abstained by default due to non-voting), representing 1.7080% of the shares held by minority shareholders present at the meeting.

1.03 Method of share repurchase, price range

Voting result: 555,974,494 shares voted for the proposal, representing 98.0368% of the shares held by all shareholders present at the meeting; 10,306,263 shares voted against the proposal, representing 1.8173% of the shares held by all shareholders present at the meeting; and 827,168 shares abstained from the vote (including 61,400 shares were abstained by default due to non-voting), representing 0.1459% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 89,958,090 shares voted for the proposal, representing 88.9868% of the shares held by minority shareholders present at the meeting; 10,306,263 shares voted against the proposal, representing 10.1950% of the shares held by minority shareholders present at the meeting; and 827,168 shares abstained from the vote (including 61,400 shares were abstained by default due to non-voting), representing 0.8182% of the shares held by minority shareholders present at the meeting.

1.04 Type, purpose, number and proportion of shares repurchased to the total share capital of the Company and the total amount of funds to be used for repurchase

Voting result: 556,125,394 shares voted for the proposal, representing 98.0634% of the shares held by all shareholders present at the meeting; 10,020,563 shares voted against the proposal, representing 1.7670% of the shares held by all shareholders present at the meeting; and 961,968 shares abstained from the vote (including 289,500 shares were abstained by default due to non-voting), representing 0.1696% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 90,108,990 shares voted for the proposal, representing 89.1361% of the shares held by minority shareholders present at the meeting; 10,020,563 shares voted against the proposal, representing 9.9124% of the shares held by minority

shareholders present at the meeting; and 961,968 shares abstained from the vote (including 289,500 shares were abstained by default due to non-voting), representing 0.9516% of the shares held by minority shareholders present at the meeting.

1.05 Sources of funds for share repurchases

Voting result: 556,118,294 shares voted for the proposal, representing 98.0622% of the shares held by all shareholders present at the meeting; 10,042,063 shares voted against the proposal, representing 1.7708% of the shares held by all shareholders present at the meeting; and 947,568 shares abstained from the vote (including 324,400 shares were abstained by default due to non-voting), representing 0.1671% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 90,101,890 shares voted for the proposal, representing 89.1290% of the shares held by minority shareholders present at the meeting; 10,042,063 shares voted against the proposal, representing 9.9336% of the shares held by minority shareholders present at the meeting; and 947,568 shares abstained from the vote (including 324,400 shares were abstained by default due to non-voting), representing 0.9373% of the shares held by minority shareholders present at the meeting.

1.06 Implementation period of share repurchase

Voting result: 555,925,294 shares voted for the proposal, representing 98.0281% of the shares held by all shareholders present at the meeting; 10,088,863 shares voted against the proposal, representing 1.7790% of the shares held by all shareholders present at the meeting; and 1,093,768 shares abstained from the vote (including 397,200 shares were abstained by default due to non-voting), representing 0.1929% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 89,908,890 shares voted for the proposal, representing 88.9381% of the shares held by minority shareholders present at the meeting; 10,088,863 shares voted against the proposal, representing 9.9799% of the shares held by minority shareholders present at the meeting; and 1,093,768 shares abstained from the vote (including 397,200 shares were abstained by default due to non-voting), representing 1.0820% of the shares held by minority shareholders present at the meeting.

1.07 Specific authorization by the General Meeting of Shareholders for the Board of Directors to handle the repurchase of the Shares

Voting result: 555,907,994 shares voted for the proposal, representing 98.0251% of the shares held by all shareholders present at the meeting; 10,228,363 shares voted against the proposal, representing 1.8036% of the shares held by all shareholders present at the meeting; and 971,568 shares abstained from the vote (including 406,700 shares were abstained by default due to non-voting), representing 0.1713% of the shares held by all shareholders present at the meeting.

Voting of minority shareholders: 89,891,590 shares voted for the proposal, representing

88.9210% of the shares held by minority shareholders present at the meeting; 10,228,363 shares voted against the proposal, representing 10.1179% of the shares held by minority shareholders present at the meeting; and 971,568 shares abstained from the vote (including 406,700 shares were abstained by default due to non-voting), representing 0.9611% 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 2nd 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.

13 Feb 2025