

**Ad hoc announcement pursuant to Art. 53 LR**

## **Ningbo Shanshan Co., Ltd.**

### **Announcement on the Resolution of the Fifth Meeting of the Eleventh Session of Board of Directors**

#### **I. The Meeting of the Board of Directors**

(I) The Fifth Meeting of the Eleventh Session of Board of Directors (BOD) of Ningbo Shanshan Co., Ltd. (the “Company”) was held in accordance with the Company Law of the People's Republic of China, the Articles of Association of Ningbo Shanshan Co., Ltd. and applicable laws and regulations.

(II) Notice of this meeting of the BOD was given in writing on 20 October 2023.

(III) This meeting of the BOD was held on 30 October 2023 by way of communication voting.

(IV) 11 directors should participate and 11 directors actually participated in this meeting of the BOD. There was no absent director.

#### **II. Results of the Meeting of the Board of Directors**

The meeting deliberated and approved the following proposals:

##### **(I) Proposal on the Third Quarterly Report for 2023 of Ningbo Shanshan Co., Ltd. (Unaudited)**

(For details, please refer to the website of the Company)

(11 affirmative; 0 dissentient; 0 abstaining; 0 avoiding)

##### **(II) Proposal on Adjusting the Members of the Audit Committee of the Eleventh Session of the Board of Directors**

(11 affirmative; 0 dissentient; 0 abstaining; 0 avoiding)

According to the relevant provisions of the Management Measures for Independent Directors of Listed Companies issued by the China Securities Regulatory Commission (the “CSRC”) and implemented from September 4, 2023 (Order No. 220 of the CSRC), members of the audit committee shall be directors who do not serve as senior management personnel in listed companies.

Accordingly, the BOD of the Company has decided to adjust the members of the audit committee of the eleventh session of the BOD. Mr. Li Keqin, the director and CFO of the Company, will no longer serve as a member of the audit committee. Mr. Zheng Ju, the chairman of the Company, will serve as a member of the audit committee, and together with Mr. Zhang Chunyi (the Chairman of committee, the independent director) and Mr. Xu Yanxiu, the independent director, will form the audit committee of the eleventh session of the BOD of the Company. The term of office of Mr. Zheng Ju, the member of the audit committee, shall be from the date of approval by the current BOD until the expiration of the term of office of the current BOD.

**(III) Proposal on the Company's 2022 Share Options and Restricted Share Incentive Plan of Cancellation of Certain Share Options and Repurchase and Cancellation of Certain Restricted Shares**

(For details, please refer to the website of the Company)

(9 affirmative; 0 dissentient; 0 abstaining; 2 avoiding)

In accordance with the Administrative Measures for Equity Incentive of Listed Companies and the Share Options and Restricted Share Incentive Plan of Ningbo Shanshan Co., Ltd. for the Year 2022 (Revised Draft) (the “Incentive Plan”) and the authorization of the First Extraordinary General Meeting of shareholders in 2022, the BOD of the Company agreed to cancel or repurchase and cancel the total 1,969,590 share options and 769,410 restricted shares corresponding to the incentive persons no longer qualify as the incentive persons due to resignation (including those who have resigned or are about to resign) or retirement. The specific details are as follows:

(1) Among the incentive persons of the share options granted but not yet exercised according to the Incentive Plan, 29 persons have resigned (including those who have resigned or are about to resign), 1 person has retired, so they no longer qualify as incentive persons. The total number of share options that have been granted but have not yet been exercised is 1,969,590, and the number of share options that are planned to be cancelled in each period of the three exercise periods is 656,530, respectively.

(2) Among the incentive persons of the restricted shares granted but not yet

released according to the Incentive Plan, 28 persons have resigned (including those who have resigned or are about to resign), 1 person has retired, so they no longer qualify as incentive persons. The total number of restricted shares granted but not yet released is 769,410, and the number of restricted shares that are planned to be repurchased and cancelled in each period of the three release periods is 256,470, respectively.

The repurchase price of restricted shares for the resigned persons is RMB 13.46/share, and that of the retired persons will be the sum of price of RMB 13.46/share and the bank deposit interest in the same period. The Company intends to pay the total amount of RMB 10,356,258.60 for the repurchase of restricted shares (plus the interest on bank deposits payable in the same period in accordance with regulations), which is funded by the Company's own funds.

In summary, after the completion of the repurchase and cancellation, the incentive persons of the Company's share options under this incentive plan have been adjusted from 410 to 380, and the number of share options granted but not yet exercised has been adjusted from 32,083,800 to 30,114,210; The number of incentive persons of restricted shares has been adjusted from 403 to 374, and the number of restricted shares granted but not yet released has been adjusted from 13,353,375 to 12,583,965.

Ms. Li Fengfeng and Mr. Zhu Zhiyong, the related directors, has avoided voting, while other non-related directors have unanimously agreed.

All independent directors of the Company unanimously agree to cancel certain share options and repurchase and cancel certain restricted shares, and express their independent opinions.

Beijing Tianyuan Law Firm has issued a legal opinion on this matter.

It is hereby announced.

The Board of Directors of Ningbo Shanshan Co., Ltd.

30 October 2023