

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

## **Return Plan for Shareholders for the Coming Three Years (2022 to 2024)**

In order to further promote the establishment of a scientific, sustainable and stable dividend mechanism, facilitate investors to form stable investment return expectations, and protect the legitimate rights and interests of investors, the Company has formulated the Shareholder Return Plan of Ningbo Shanshan Co., Ltd. for the Coming Three Years (2022 to 2024) according to the requirements of the Notice on Further Implementation of Cash Dividends of Listed Companies (Zheng Jian Fa [2012] No. 37), the Guidance on Supervision of Listed Companies No. 3 -- Cash Dividends of Listed Companies (2022 Revision) (CSRC Announcement [2022] No. 3) and the Articles of Association. The Shareholder Return Plan has been reviewed and approved by the 34th meeting of the tenth board of directors. Its contents are detailed below:

### **(I) Specific shareholder return planning of the Company for the coming three years (2022 to 2024)**

#### **1. Form of profit distribution**

The Company distributes dividends in the form of cash, stock or a combination of cash and stock.

#### **2. Conditions and proportions of profit distribution**

(1) Conditions and proportions of cash dividend: The distributable profit realized in the year (that is, the after-tax profit after the Company makes up the loss and withdraws the reserve funds) shall be positive, the Company shall have sufficient cash

of the proposed external investment, acquisition of assets or purchase of equipment by the Company in the coming twelve months amount to or exceed 10% of the latest audited net assets of the Company.

The board of directors shall formulate the profit distribution scheme according to the established profit distribution policy. The profit distribution scheme shall be submitted to the general meeting for deliberation after the independent directors express their independent opinions, and shall be deliberated and approved by the general meeting with more than two-thirds of the voting rights held by the shareholders present at the general meeting.

(2) Conditions for stock dividend distribution: On the premise of meeting the conditions for cash dividend, the Company may make profit distribution by means of stock dividends if it believes that issuing stock dividends is conducive to the interests of all the shareholders after considering the Company's growth, diluted net assets per share and other factors, and ensuring that the minimum cash dividend ratio, the capital stock size and the equity structure of the Company are reasonable. The specific proportion of dividends shall be examined and approved by the Board and submitted to the general meeting for deliberation and decision.

(3) Differentiated cash dividend policy: The Board of Directors will propose a differentiated cash dividend policy in accordance with the procedures stipulated in the Articles of Association after comprehensively considering the characteristics of the industry, the development stage, business model, profit level of the Company, whether there is a major capital expenditure arrangement and other relevant factors, focusing on the following situations: If the development stage of the Company is in the mature stage and there is no significant capital expenditure arrangement, when making profit

dividends in the profit distribution shall be at least 20%;

### **3. Interval of profit distributions**

In principle, annual profit distribution shall be made once a year when the conditions for cash dividend are met. The Company adopts a fixed proportion policy for cash dividend, that is, the profit distributed in cash every year shall not be less than 10% of the distributable profit realized by the Company in that year, and the accumulated profits distributed in cash in the last three years shall not be less than 30% of the annual distributable profits realized by the Company in the last three years.

#### **(II) Formulation cycle of the shareholder return plan and relevant decision-making mechanism**

1. The Company shall revise the Shareholder Return Plan at least once every three years and determine the shareholder return planning in accordance with the actual operation situations of the Company and the opinions of Shareholders (especially minority shareholders) .

2. On the basis of fully considering the Company's profit scale, cash flow status, development stage and current capital demand, as well as the opinions of shareholders (especially minority shareholders), the board of directors shall formulate the Shareholder Return Plan for the Next Three Years, which shall be submitted to the shareholders' meeting for deliberation and approval after the independent directors express independent opinions.

3. The board of directors shall formulate the profit distribution scheme according to the established profit distribution policy. The profit distribution scheme shall be submitted to the general meeting for deliberation after the independent directors express their independent opinions, and shall be deliberated and approved by the general meeting with more than two-thirds of the voting rights held by the shareholders present at the general meeting. When resolution is made by general meeting on the profit distribution scheme, the Board shall complete the dividend (or share) distribution issues in 2 months after the general meeting. The Company shall disclose in detail the formulation and implementation of the cash dividend policy during the reporting period in the periodic report.

### **(III) Adjustment of the shareholder return plan**

After the dividend policy is determined, it shall not be adjusted at will to reduce the level of returns to shareholders. However, if the Company needs to adjust the dividend policy in case of force majeure such as war and natural disasters, or changes in the Company's external business environment that have a significant impact on its production and operation, or any significant changes to the operating conditions, or the needs for production and operation, investment planning, long-term development of the Company, or the modification of the provisions on the dividend policy by the regulatory authorities, the Company may adjust or change the cash dividend policy. If it is necessary to adjust or change the policy distribution policy, the conditions stipulated in the Articles of Association shall be met, the relevant proposals shall be subject to detailed argumentation, the supervisory committee shall examine the profit distribution policy formulated and modified by the Board and approve it by voting of more than half of the supervisors.

The profit distribution policy proposed by the Board shall be approved by more than half of the Board members and approved by more than two-thirds of the independent directors, and then submitted to the general meeting for deliberation and approved by more than two-thirds of the voting rights held by the shareholders attending the general meeting. The relevant proposal submitted to the general meeting shall explain the reasons for changing the profit distribution policy in detail. When the general meeting deliberates and adjusts the matters related to the profit distribution policy, the Company shall facilitate the participation of minority shareholders in the general meeting through online voting and other means.

### **(IV) Protection of the interests of shareholders**

1. Before the profit distribution scheme is deliberated by the general meeting, the Company shall full discussion and exchange with the shareholders (especially the minority shareholders) on the profit distribution scheme through various means, listen to the opinions and claims of the minority shareholders and make prompt response to the concerns of the minority shareholders.

2. Independent Directors can collect views from minority shareholders to put

forward the profit distribution proposal and directly propose to the Board for consideration.

3. If the Company achieved profits in the previous fiscal year, but the board of directors did not put forward a cash profit distribution plan after the end of the previous fiscal year, it shall specify in the periodic report the reasons for not making dividend distribution and the purposes for which the funds not used for dividend distribution were retained by the Company. The independent directors shall express independent opinions on this.

4. The Company shall disclose in details the formulation and implementation of the cash dividend policy in its annual reports, and explain whether it is in compliance with the provisions of the Articles of Association or requirements of the resolutions of the general meeting, whether the criteria and proportion of dividend distribution is specific and clear, whether the relevant decision-making procedures and mechanism are complete, whether independent directors duly perform their duties and play their due roles, whether minority shareholders have opportunities to fully express their opinions and requests, and whether the legitimate rights and interests of minority shareholders are fully protected. If the cash dividend policy is adjusted or changed, the Company shall explain in detail whether the conditions and procedures for adjustment or change are compliant and transparent.

5. In case any shareholder misappropriates the funds of the Company unlawfully, the Company has the right to deduct cash dividends to be distributed to such shareholder for making up the amount misappropriated.

Board of Directors of Ningbo Shanshan Co., Ltd.

17 October 2022

