Ningbo Shanshan Co., Ltd.
Materials of Fifth Extraordinary General Meeting of 2022

宁波杉杉股份有限公司
Ningbo Shanshan Co., Ltd.

30 December 2022

same variety under their shareholder accounts are deemed to have been voted with the same opinion, respectively.

(III) If the same voting right is repeatedly voted through on-site, the online voting system of the Shanghai Stock Exchange for general meetings or other means, the result of the first vote shall prevail.

(IV) Shareholders will vote on all proposals before they can be submitted.

IV. Agenda

(I) The meeting presider announces the start of the EGM.

(II) Proposals for consideration at the EGM.

1. Proposal on Provision of Related Guarantee for Shanshan New Material (Quzhou) Co., Ltd.

2. Proposal on Amending the Articles of Association of Ningbo Shanshan Co., Ltd.

(III) Shareholders' Q&A.

(IV) Voting on proposals.

(V) The convener of the Supervisory Committee announces the voting results.

(VI) The meeting presider announces the resolutions of the EGM.

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1. Proposal on Provision of Related Guarantee for Shanshan New Material (Quzhou) Co., Ltd.

On May 10, 2022, the 2021 Annual General Meeting of shareholders of Ningbo Shanshan Co., Ltd. (the "Company" or "Shanshan") reviewed and approved the matter of approving the Company to provide a guarantee amount of no more than

the Company, is the director of Quzhou Shanshan. According to the Article 6.3.3 of the Listing Rules of Shanghai Stock Exchange ( ),

2. Proposal on Amending the Articles of Association of Ningbo Shanshan Co., Ltd.

In accordance with the relevant provisions of laws, regulations and normative documents such as the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, and combined with the actual situation of the Company, the Articles of Association of Ningbo Shanshan Co., Ltd (the "Articles of Association") is proposed to be amended. The specific revisions are as follows:

Before Revision	After Revision
Article 6 The registered capital of the Company is RMB**2,238,465,538.**	Article 6 The registered capital of the Company is RMB**2,250,415,858.**
Article 10 The Articles of Association shall come into force **on the date when the GDRs issued by the Company are listed on the SIX Swiss Exchange after** being examined and approved by the general meeting. **The former Articles of Association of the Company shall automatically become null and void as of the effective date of this Articles of Association.** ……	Article 10 The Articles of Association shall come into force **as of the date of** being examined and approved by the general meeting. ……
Article 19 The total number of ordinary shares issued by the Company upon incorporation was **2,238,465,538**, all are RMB ordinary shares. **The Company's capital structure is as follows: 2,238,465,538 ordinary shares, of which 2,161,254,038 shares are held by A shares shareholders, accounting for 96.55%; the A shares corresponding to the GDRs held by foreign investors are calculated according to the conversion ratio determined by the Company, which are 77,211,500 shares, accounting for 3.45%.**	Article 19 The **total shares of the Company were 2,250,415,858**, all are RMB ordinary shares.
Article 168 …… The Supervisory Committee shall include shareholder representatives and **a certain proportion of staff representatives of the Company, of which the latter shall be not less than one-third of the total number of supervisors**. The **staff representatives** are democratically elected by the Company's staff at	Article 168 …… The Supervisory Committee shall include shareholder representatives and **a certain proportion of staff representatives of the Company (no less than one-third). One staff representative supervisor** is democratically elected by the Company's staff at the staff representative assembly, general staff meeting or

the staff representative assembly, general staff meeting or other means. **Shareholder representatives** shall be elected and dismissed by the general meeting.	other means. **Two shareholder representative supervisors** shall be elected and dismissed by the general meeting.
Article 250 The Articles of Association shall come into force **on the date when the GDRs issued by the Company are listed on the SIX Swiss Exchange after** being examined and approved by the general meeting. **The former articles of association of the Company shall automatically become null and void as of the effective date of these Articles of Association.**	Article 250 The Articles of Association shall come into force **as of the date of** being examined and approved by the general meeting.

Except for the above articles, other contents of the Articles of Association shall remain unchanged.

Please vote after deliberation.