Ningbo Shanshan Co., Ltd.
Materials of the Third Extraordinary General Meeting of 2023

宁波杉杉股份有限公司

Ningbo Shanshan Co., Ltd.

Ningbo Shanshan Co., Ltd.

Materials of the Third Extraordinary General Meeting of 2023

I. Date and time of the EGM

Date and time of the on-site meeting 29 December 2023 13:30

Start and end dates and voting hours for online voting: 29 December 2023, The online voting system of the Shanghai Stock Exchange for general meetings is adopted. The time for voting through the voting platform of the trading system shall be the trading time on the date of the EGM, i.e., 9:15-9:25, 9:30-11:30, 13:00-15:00; the time of voting through the online voting platform shall be 9:15-15:00 on the date of the EGM.

II. Venue of the on-site meeting

Meeting Room, F/28, Shanshan Plaza, No. 777 Rili Middle Road, Yinzhou District, Ningbo, Zhejiang, PRC

III. Voting method

The voting method adopted at the EGM is the combination of on-site voting and online voting

(I) Shareholders of the Company exercising their voting rights through the online voting system of the Shanghai Stock Exchange for general meetings can either log on to the trading system voting platform (through the trading terminal of the designated trading securities company) or log on to the Internet voting platform (website: vote.sseinfo.com) to cast their votes. For the first time to log on to the Internet voting platform to vote, investors need to complete the shareholder identification. Please see the instructions on the Internet voting platform website for specific operations.

(II) The number of voting rights that can be exercised by shareholders who hold multiple shareholder accounts is the sum of the number of common shares of the same class held by all shareholder accounts under their name.

Shareholders holding multiple shareholder accounts who participate in the

online voting of the shareholders' general meeting through the online voting system of Shanghai Stock Exchange can participate in the online voting through any of their shareholder accounts. After voting, it shall be deemed that the common shares of the same class under all shareholders' accounts have cast the same opinion.

If a shareholder holding multiple shareholder accounts repeatedly votes through different shareholder accounts, the voting opinions of each class of common shares under all shareholder accounts shall be subject to the first voting results of each class of shares.

(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

1. Proposal on the Subsidiary's Proposed Investment and Construction of the High-end Display Polarizer Production Line Project

With the increasingly large size of display products and the rich downstream application scenarios, the demand for the area of display panels maintains steady growth. Meanwhile, Based on the efficient advancea319 rc9(a)4806 T<722 the d19 rc

funds includes own funds (mainly owned by Shanjin Optoelectronics (Suzhou) Co., Ltd.) and financing (including but not limited to project loans from banks, working capital loans, refinancing, etc.)

4. Construction works and scale: two production lines of display polarizers for high-end consumer electronics (including display polarizers for OLED and LCD IT/Mobile), R&D of related materials, production equipment, power and environmental facilities, with a planned annual capacity of 30 million square meters; a production line of high-end in-vehicle display polarizers, R&D of related materials, production equipment, power and environmental facilities, with a planned annual capacity of 10 million square meters.

5. Project preparation and construction period: project preparation is scheduled to start in January 2024; the construction period will begin by September 2025 (inclusive), with a total preparation and construction period of approximately 39 months.

(II) Impact on the Listed Company

This project aligns with the Company's strategic development plan. The market demands for high-end display polarizers are growing 2(t)-2(hci)-2dliynd therehis a(l)-2(e)4((r)3((om80( )

n-2((2(ths w)2(e63(h-2(ng)2(gh)]TJ 0 Tc 0 Tw64.64 0 Td (-)Tj 0.9

T6(c6(t(
ighohT-94(

2. Proposal on Provision of Connected Guarantee for Ningbo Ulica Solar Energy Co., Ltd.

On May 10, 2023, the annual general meeting of the Company for 2022 passed the Proposal on the Annual Guarantee Amount Provided by the Company in 2023,

3. Proposal on Revising the Articles of Association of Ningbo Shanshan Co., Ltd. and Its Attachments

In accordance with the decision of the China Securities Regulatory Commission on Measures for the Administration of Independent Directors of Listed Companies (CSRC Announcement No. 220),

or collectively holding more than 5% of the Company's shares. ……	supervisors, senior officers, and other shareholders individually or collectively holding more than 5% of the Company's shares. ……
Article 100 …… During the voting at the general meeting on the election of directors and supervisors, a cumulative voting system may be implemented in accordance with the provisions of the Articles of Association or the resolutions of the general meeting. Where any single shareholder and its persons acting in concert hold more than 30% of the Company's shares, the general meeting shall adopt the cumulative voting system to elect the directors and supervisors. ……	Article 100 …… During the voting at the general meeting on the election of directors and supervisors, a cumulative voting system may be implemented in accordance with the provisions of the Articles of Association or the resolutions of the general meeting**. If the following situations are involved, the shareholders' meeting shall adopt a cumulative voting system in the election of directors and supervisors:** (1) Election of more than two independent directors by the listed Company; (2) The proportion of equity held by a single shareholder and its concerted action persons of the listed Company is over 30%. …… Article 200 ……
Article 200…… (III) Review procedures for the profit distribution scheme: According to the established profit distribution policy, the Board of Directors of the Company formulates the profit distribution plan which shall be submitted to the general meeting for consideration after independent directors express their independent opinions, and shall be approved by more than two-thirds of the voting rights held by shareholders present at the general meeting. …… (IV) Change of the polices for profit distribution: …… The profit distribution policy proposed by the Board of Directors shall be approved by more than half of the votes of the Board and more than two-thirds of the independent directors, and then submitted to the general meeting for consideration, and approved by more than two-thirds of the voting rights held by the shareholders present at the general meeting. Relevant proposals submitted to the general meeting shall specify the reasons for revision of the profit distribution policy. Where the general meeting considers the adjustment to the profit distribution policy, the Company shall facilitate minority shareholders' participation in general meetings by enabling Internet voting or other means. ……	

decided at the fifth meeting of the eleventh session of the Board of Directors.

II. Revision of the Company's Rules of Procedure for the Shareholders' Meeting

Before Revision	After Revision
Article 32 …… Where material issues affecting the interests of minority investors are considered at the general meeting, the votes of minority investors shall be counted separately, and the results of such separate vote counting shall be disclosed promptly. The aforesaid material issues affecting the interests of minority shareholders refer to those that shall have the independent directors to express independent views on, and the minority investors refer to those other than the directors, supervisors, senior officers, and other shareholders individually or collectively holding more than 5% of the Company’s shares. ……	Article 32 …… Where material issues affecting the interests of minority investors are considered at the general meeting, the votes of minority investors shall be counted separately, and the results of such separate vote counting shall be disclosed promptly. The aforesaid **~~material issues affecting the interests of minority shareholders refer to those that shall have the independent directors to express independent views on, and the~~** minority investors refer to those other than the directors, supervisors, senior officers, and other shareholders individually or collectively holding more than 5% of the Company’s shares. ……
Article 33 During the voting at the general meeting on the election of directors and supervisors, a cumulative voting system may be implemented in accordance with the provisions of the Articles of Association or the resolutions of the general meeting. Where any single shareholder and its persons acting in concert hold more than 30% of the Company’s shares, the general meeting shall adopt the cumulative voting systtin5 277.92 4237 Tw 10.5	

director to read out the written approval by the independent directors before discussing the relevant proposals. ……	**review according to regulations**

4. Proposal on Revising the Relevant Policies of the Company

In accordance with the decision of the China Securities Regulatory Commission on Measures for the Administration of Independent Directors of Listed Companies (CSRC Announcement No. 220), Shanghai Stock Exchange Listing Rules (Revised in August 2023), Shanghai Stock Exchange Regulatory Guidelines for Self-discipline Supervision of Listed Companies No. 1 – Standard Operation (Revised in August 2023) and other relevant laws, regulations, and normative documents and in

5. Proposal on Formulating the Rules for Selection and Appointment of Accounting Firms of Ningbo Shanshan Co., Ltd.

In accordance with the Measures for the Administration of the Appointment of Accounting Firms by State-owned Enterprises and Listed Companies (Finance and Accounting No. 4 [2023]) and other relevant laws, regulations, and normative documents and in combination with the relevant situation of the Company, the Company has formulated the " Rules for Selection and Appointment of Accounting Firms of Ningbo Shanshan Co., Ltd."

Please refer to the " Rules for Selection and Appointment of Accounting Firms of Ningbo Shanshan Co., Ltd." disclosed by the Company on the official website.

Please vote after deliberation.