

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

**Ningbo Shanshan Co., Ltd.**

**Announcement on Increasing the Total Amount of Share Repurchase Funds and Adjusting the Share Repurchase Plan**

**Important Notice:**

● After the adjustment of detailed content of the share repurchase plan, the total amount of share repurchase funds will be changed from no less than RMB300 million (inclusive) and no more than RMB500 million (inclusive) to no less than RMB500 million (inclusive) and no more than RMB800 million (inclusive).

● Apart from increasing the total amount of share repurchase funds, other contents of the share repurchase plan remain unchanged.

● **Relevant Risk Warnings:**

1. During the repurchase period, if the Company's stock price is persistently higher than the price ceiling disclosed in the repurchase plan, there may be a risk that the repurchase plan cannot be implemented or can only be partially implemented.

2. In case of significant changes in the Company's production and operation, financial position, external objective circumstances, or other matters that cause the Board of Directors to decide to terminate the repurchase, there may be risks that the repurchase plan cannot be successfully implemented, or that the repurchase plan may be changed or terminated in accordance with the rules.

3. The repurchased shares are intended to be used for the implementation of the employee stock ownership plan or equity incentive plan in the future. There may be risks that the repurchased shares cannot be fully transferred or granted due to the failure of the relevant plans to be approved by the decision-making bodies such as the Board of Directors or the general meeting, or the subscribers of the employee stock ownership plan or the equity incentive objects giving up the subscription.

4. If the repurchased shares are not used for the intended purpose within the statutory time limit after the repurchase is completed, there may be a risk that the

unimplemented part will be cancelled in full according to law.

5. This repurchase will not have a significant impact on the Company's operating activities, financial position and future development, nor will it affect the Company's listing status. The Company will make the repurchase decision according to the market conditions within the repurchase period and implement it, and fulfill the information disclosure obligation in a timely manner according to the progress of the repurchase. Investors are advised to be aware of investment risks.

Ningbo Shanshan Co., Ltd. (the "Company" or "Shanshan") held the Third Meeting of the Eleventh Session of the Board of Directors on 29 August 2023, at which the directors voted unanimously to approve the *Proposal on Increasing the Total Amount of Share Repurchase Funds and Adjusting the Share Repurchase Plan*, and the independent directors issued the independent opinions of approval. According to the relevant provisions of the *Articles of Association of Ningbo Shanshan Co., Ltd.* (the "*Articles of Association*"), the matters in connection with the adjustment of share repurchase plan have been passed at the Board meeting attended by more than two-thirds of the directors, and there is no need to submit it to the general meeting for consideration. The details are as follows:

#### **I. Basic information and progress of the share repurchase**

At the Thirty-eighth Meeting of the Tenth Session of the Board of Directors held on 26 December 2022, the directors reviewed and approved the *Proposal on the Plan of Repurchasing Shares through Centralized Bidding Trading*, and agreed that the Company would use its own funds to repurchase shares for use in the employee stock ownership plan or equity incentive plan. The total amount of share repurchase funds would be no less than RMB300 million (inclusive) and no more than RMB500 million (inclusive), and the repurchase price would be no more than RMB23 per share (inclusive). The repurchase period would be within 12 months from the date of consideration and approval of the share repurchase plan by the Board of Directors. For details of the repurchase, please refer to the announcement of the Company dated 27 December 2022, *Announcement on Plan of Repurchasing Shares through Centralized Bidding Trading of Ningbo Shanshan*.

On 29 December 2022, the Company implemented this repurchase for the first time via the special securities account for repurchase through centralized bidding. For details, please refer to the announcement of the Company dated 30 December 2022, *Announcement on the First Repurchase of Shares through Centralized Bidding Trading of Ningbo Shanshan* (Provisional 2022-135). As of 31 July 2023, the Company has repurchased a total of 26,125,467 shares, accounting for 1.15% of the share capital of the Company, with the highest price of the repurchase transaction being RMB18.70 per share, the lowest price being RMB16.71 per share, and the total amount paid being RMB47,7690,700 (excluding transaction fees). The share repurchase is carried out in accordance with relevant laws and regulations and the requirements of the Company's share repurchase plan.

## **II. Adjustment of the share repurchase plan**

In order to encourage investors to invest in long-term rational value, enhance investors' confidence, promote the long-term and stable development of the Company, further improve the incentive and restraint mechanism of the Company, fully mobilize the enthusiasm and creativity of employees, and effectively align the interests of the Company, shareholders and employees, the Company, based on the confidence on the future development of the Company as well as the changes in the capital market and our stock price, has decided to adjust the share repurchase plan in accordance with the Company's development strategy, operating conditions and financial position, as detailed below:

Adjustment	Before adjustment	After adjustment
Total amount of repurchase funds	No less than RMB300 million (inclusive) and no more than RMB500 million (inclusive)	No less than RMB500 million (inclusive) and no more than RMB800 million (inclusive)

Apart from the above adjustments, other contents of the share repurchase plan remain unchanged.

## **III. Analysis on rationality, necessity and feasibility of the adjustment for share repurchase plan**

The Company adjusts the share repurchase plan in accordance with the *Rules on Share Repurchase of Listed Companies*, the *SSE Guidelines No.7 on the Application*

*of Self-Regulation Rules for Listed Companies - Share Repurchase* and other relevant provisions, which is conducive to the smooth implementation of the share repurchase plan. The adjustment of the share repurchase plan will not have a significant adverse impact on the Company's operation, finance, research and development, debt fulfillment ability and future development, and there is no harm to the interests of the Company and shareholders (especially the minority shareholders). After the repurchase, the Company's equity distribution still meets the conditions of listed companies.

#### **IV. The decision-making procedure for the adjustment of the share repurchase plan**

The Company held the Third Meeting of the Eleventh Session of the Board of Directors on 29 August 2023, at which the directors voted unanimously to approve the *Proposal on Increasing the Total Amount of Share Repurchase Funds and Adjusting the Share Repurchase Plan*, and the independent directors issued the independent opinions of approval. According to the relevant provisions of the *Articles of Association*, the matters in connection with the adjustment of share repurchase plan have been passed at the Board meeting attended by more than two-thirds of the directors, and there is no need to submit it to the general meeting for consideration.

#### **V. Independent opinions of the independent directors on the adjustment of the share repurchase plan**

1. The adjustment of the share repurchase plan complies with the *Rules on Share Repurchase of Listed Companies*, the *SSE Guidelines No.7 on the Application of Self-Regulation Rules for Listed Companies - Share Repurchase* and other relevant laws, regulations and normative documents as well as the *Articles of Association*.

2. The adjustment of the share repurchase plan meets the actual conditions of the Company. It will not have a significant adverse impact on the Company's operation, finance, research and development, debt fulfillment ability and future development, and there is no harm to the interests of the Company and shareholders (especially the

minority shareholders). After the repurchase, the Company's equity distribution still meets the conditions of listed companies.

3. The repurchase refunds are the Company's own funds. It will not have a significant impact on the Company's operating activities, financial position and future development, nor will it affect the Company's listing status. The repurchase plan is feasible. After the completion of the repurchase plan, there is no harm to the legitimate rights and interests of the Company and shareholders.

In conclusion, we unanimously agree to adjust the share repurchase plan.

## **VI. Uncertainty risk of the repurchase plan**

1. During the repurchase period, if the Company's stock price is persistently higher than the price ceiling disclosed in the repurchase plan, there may be a risk that the repurchase plan cannot be implemented or can only be partially implemented.

2. In case of significant changes in the Company's production and operation, financial position, external objective circumstances, or other matters that cause the Board of Directors to decide to terminate the repurchase, there may be risks that the repurchase plan cannot be successfully implemented, or that the repurchase plan may be changed or terminated in accordance with the rules.

3. The repurchased shares are intended to be used for the implementation of the employee stock ownership plan or equity incentive plan in the future. There may be risks that the repurchased shares cannot be fully transferred or granted due to the failure of the relevant plans to be approved by the decision-making bodies such as the Board of Directors or the general meeting, or the subscribers of the employee stock ownership plan or the equity incentive objects giving up the subscription.

4. If the repurchased shares are not used for the intended purpose within the statutory time limit after the repurchase is completed, there may be a risk that the unimplemented part will be cancelled in full according to law.

5. This repurchase will not have a significant impact on the Company's operating activities, financial position and future development, nor will it affect the Company's listing status. The Company will make the repurchase decision according

to the market conditions within the repurchase period and implement it, and fulfill the information disclosure obligation in a timely manner according to the progress of the repurchase. Investors are advised to be aware of investment risks.

It is hereby announced.

Board of Directors of Ningbo Shanshan Co., Ltd.

29 August 2023