

Ad hoc announcement pursuant to Art. 53 LR

Ningbo Shanshan Co., Ltd.

Announcement on the Resolution of the Eighth Meeting of the Eleventh Session of Board of Directors

I. The Meeting of the Board of Directors

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

(II) Notice of this meeting of the BOD was given in writing on 14 April 2024.

(III) This meeting of the BOD was held on-site on 24 April 2024 in the meeting room, Building 5, No. 39 Yaoyuan Road (Building A, Junkang Financial Plaza), Pudong New District, Shanghai.

(IV) This meeting of the BOD was chaired by the Chairman of the Company, 11 directors should vote in the meeting and 11 directors actually voted in the meeting. Mr. Zhu Zhiyong, the director, was unable to attend due to work reasons and entrusted Ms. Li Fengfeng, the director, to vote on his behalf.

II. Results of the Meeting of the Board of Directors

The meeting deliberated and approved the following proposals:

(I) Proposal on *the 2023 Annual Working Report of the Board of Directors*

(11 voted in favor, 0 voted against, 0 abstained, 0 avoided)

The proposal still needs to be submitted to the shareholders' general meeting for deliberation.

(II) Proposal on *the 2023 Annual Working Report of the General Manager*

(11 voted in favor, 0 voted against, 0 abstained, 0 avoided)

(III) Proposal on the Report on the Accrued Provision for Asset Impairment for the Year 2023

(Please refer to the website of the Shanghai Stock Exchange for details)

(11 voted in favor, 0 voted against, 0 abstained, 0 avoided)

(IV) Proposal on the 2023 Annual Financial Report

(11 voted in favor, 0 voted against, 0 abstained, 0 avoided)

Please refer to the Materials of the 2023 Annual Shareholders' General Meeting that the Company plans to release on the website of the Shanghai Stock Exchange recently.

The proposal still needs to be submitted to the shareholders' general meeting for deliberation.

(V) Proposal on the 2023 Annual Profit Distribution Plan

(Please refer to the website of the Shanghai Stock Exchange for details)

(11 voted in favor, 0 voted against, 0 abstained, 0 avoided)

According to the audit report of BDO China Shu Lun Pan Certified Public Accountants LLP, the distributable profit of the parent company at the end of the year was RMB2,558,609,895.87 as of 31 December 2023. The Company plans to distribute profits for 2023 based on the number of shares registered on the registration date for equity distribution implementation (the total number of shares after deducting the number of shares in the Company's repurchase special account from the total share capital). The profit distribution plan for this time is as follows:

The Company plans to distribute a cash dividend of RMB2.00 (tax included) to all shareholders for every 10 shares. As of the date when the BOD deliberates on the *2023 Annual Profit Distribution Plan*, there are 2,192,926,893 shares applicable for the profit distribution (The total share capital includes 2,258,223,223 shares and 65,296,330 shares in the Company's repurchase special account), and thus it is calculated that the total of cash dividend to be distributed is RMB438,585,378.60 (tax included). The expected proportion of net profit attributable to shareholders of the listed company for the year 2023 is 57.31%. There is no plan for conversion of capital reserves into share capital this year.

The shares repurchased by the Company in the special account will not participate in the profit distribution this time, and the specific number of shares will be disclosed in the Announcement on Implementation of Equity Distribution. From the date of disclosure of this plan to the date of implementation of equity distribution registration, if there is any change in the total share capital of the Company or the number of shares to be distributed due to any repurchase of shares, shares granted for equity incentives, or cancellation for share repurchase etc., the Company intends to maintain the distribution ratio per share unchanged and adjust the total distribution amount accordingly. The specific adjustment will be disclosed in the Announcement on Implementation of Equity Distribution.

The proposal still needs to be submitted to the shareholders' general meeting for deliberation.

(VI) Proposal on the Full Text and Abstract of the 2023 Annual Report

(Please refer to the website of the Shanghai Stock Exchange for details)

(11 voted in favor, 0 voted against, 0 abstained, 0 avoided)

This report has been unanimously reviewed and approved by all members of the audit committee of the Company's board of directors, and has been agreed to be submitted for review by the Company's board of directors.

The proposal still needs to be submitted to the shareholders' general meeting for deliberation.

(VII) Report on the Performance of the Audit Committee of the BOD of Ningbo Shanshan Co., Ltd. for the Year 2023

(Please refer to the website of the Shanghai Stock Exchange for details)

(11 voted in favor, 0 voted against, 0 abstained, 0 avoided)

This report has been unanimously reviewed and approved by all members of the audit committee of the Company's board of directors, and has been agreed to be submitted for review by the Company's board of directors.

(VIII) Report of Ningbo Shanshan Co., Ltd. on the Evaluation of the Performance of Accounting Firms in 2023 and the Performance of Supervisory Responsibilities by the Audit Committee of the BOD

(11 voted in favor, 0 voted against, 0 abstained, 0 avoided)

This report has been unanimously reviewed and approved by all members of the audit committee of the Company's board of directors, and has been agreed to be submitted for review by the Company's board of directors.

(IX) Proposal on Re-engagement of BDO China Shu Lun Pan Certified Public Accountants LLP as the Company's Accounting and Audit Agency for the Year 2024

(Please refer to the website of the Shanghai Stock Exchange for details)

(11 voted in favor, 0 voted against, 0 abstained, 0 avoided)

The specific remuneration for the accounting audit shall be determined by the BOD as authorized by the shareholders' general meeting.

This re-engagement of accounting and audit agency has been unanimously reviewed and approved by all members of the audit committee of the Company's board of directors, and has been agreed to be submitted for review by the Company's board of directors.

The proposal still needs to be submitted to the shareholders' general meeting for deliberation.

(X) Proposal on Re-engagement of BDO China Shu Lun Pan Certified Public Accountants LLP as the Company's Internal Control Audit Agency for the Year 2024

(11 voted in favor, 0 voted against, 0 abstained, 0 avoided)

The specific remuneration for the internal control audit shall be determined by the BOD as authorized by the shareholders' general meeting.

This re-engagement of internal control audit agency has been unanimously reviewed and approved by all members of the audit committee of the Company's board of directors, and has been agreed to be submitted for review by the Company's board of directors.

The proposal still needs to be submitted to the shareholders' general meeting for deliberation.

(XI) Proposal on the Annual Guarantee Amount Provided by the

Company for the Year 2024

(Please refer to the website of the Shanghai Stock Exchange for details)

(11 voted in favor, 0 voted against, 0 abstained, 0 avoided)

In order to meet the needs for business development, while ensuring standardized operation and controllable risks, the Company and its subsidiaries plan to provide the following guarantees (in RMB or equivalent foreign currency) in 2024 in accordance with relevant provisions of *Guidelines for the Supervision of Listed Companies No. 8 - Regulatory Requirements for Capital Transactions and External Guarantees of Listed Companies* (CSRC Announcement [2022] No. 26), the *Articles of Association*, and the *Management Measures for External Guarantees of Ningbo Shanshan Co., Ltd.* etc.:

Guarantors	Guaranteed Parties	Amount of the Guarantee
Ningbo Shanshan Co., Ltd.	Shanghai Shanshan Lithium Battery Material Technology Co., Ltd. and its subsidiaries	Not exceeding RMB25.5 billion
	Shanjin Photoelectric (Suzhou) Co., Ltd. and its subsidiaries	Not exceeding RMB3.5 billion
The controlled subsidiary of the Company, Shanghai Shanshan Lithium Battery Material Technology Co., Ltd. and its subsidiaries	Ningbo Shanshan Co., Ltd.	Not exceeding RMB1 billion
The controlled subsidiary of the Company, Shanghai Shanshan Lithium Battery Material Technology Co., Ltd. and its subsidiaries	The controlled subsidiary of the Company, Shanghai Shanshan Lithium Battery Material Technology Co., Ltd. and its subsidiaries	Not exceeding RMB5 billion
Subtotal		Not exceeding RMB35 billion

The total of guarantees mentioned above is RMB35 billion. The Chairman or his authorized agent is authorized to sign specific guarantee documents within the limit.

The term of guarantee will be from the date of approval of the 2023 annual shareholders' general meeting to the date when the 2024 annual shareholders' general meeting is held.

The proposal still needs to be submitted to the shareholders' general meeting for deliberation.

(XII) Proposal on the Related Guarantee Provided by the Company for the Year 2024

(Please refer to the website of the Shanghai Stock Exchange for details)

(10 voted in favor, 0 voted against, 0 abstained, 1 avoided)

According to the Articles of Association and the Management Measures for External Guarantees of Ningbo Shanshan Co., Ltd. in 2024, the Company is expected to provide connected guarantees as follows (currency is RMB or equivalent foreign currency):

Guarantor	Guaranteed Parties	Financial Institution	Guarantee Method	Guarantee Type	Amount of the Guarantees	Guarantee Period
Ningbo Shanshan Co., Ltd.	Ningbo Ulica SOLAR Co., Ltd. (宁波尤利卡太阳能股份有限公司)	China Construction Bank Co., Ltd. Ningbo Housing and Urban Construction Branch	Joint Liability Guarantee	Loan	RMB0.1 billion	The guarantee contract has expired, and the balance of the main business contract signed during the validity period of the guarantee contract is RMB 71.7909 million, which will expire no later than

						June 26, 2024.
		China Minsheng Bank Co., Ltd. Ningbo Branch	Joint Liability Guarantee	Loan	RMB0.2 billion	One year, will be expired on September 18, 2024
		Industrial and Commercial Bank of China Ningbo Branch	Joint Liability Guarantee	Loan	RMB0.15 billion	Three years, will be expired on November 1, 2024
Total					RMB0.45 billion	

Explanation of related relationship:

In December 2023, the Company and Shanghai Xintonghui Photovoltaic Technology Co., Ltd. (the "Counterparty") signed an "Acquisition and Equity Transfer Contract" for the transfer of 90.035% equity of Ningbo Ulica SOLAR Co., Ltd. (the "Ulica") held by the Company, and completed the equity transfer delivery in January 2024. Considering that Mr. Li Keqin, the director and CFO of the Company, has served as a director of Ulica in the past 12 months, in accordance with Article 6.3.3 of *the Rules Governing the Listing of Stocks on Shanghai Stock Exchange* (《上海证券交易所股票上市规则》), Ulica is a connected legal person of the Company, and the guarantee constitutes a connected transaction.

When the Board of Directors of the Company reviewed this guarantee matter, Mr. Li Keqin, a related director, avoided from voting, and the other 10 non-related directors unanimously agreed.

The above-mentioned related guarantee has been approved by a special meeting of independent directors of the Company with 4 voted in favor, 0 voted against, 0 abstained, and 0 avoided. For specific opinions of the special meeting of independent directors, please refer to the "Resolution of the Second Meeting of Independent Directors of Ningbo Shanshan Co., Ltd. for the Year 2024" disclosed by the Company on the official website on the disclosure date of this announcement.

The proposal still needs to be submitted to the shareholders' general meeting for deliberation.

(XIII) Proposal on the Estimated Amount of Daily Connected Transactions of the Company for the Year 2024

(Please refer to the website of the Shanghai Stock Exchange for details)

(10 voted in favor, 0 voted against, 0 abstained, 1 avoided)

In 2024, the Company will continually continue to store funds with a related party, Zhejiang Chouzhou Commercial Bank Co., Ltd. (the "Chouzhou Bank"). It is expected that the deposit balance would be RMB500 million at most, and the interest income would be RMB10 million at most. The deposit interest rate will be determined according to the conditions of similar transactions with non-related parties.

Mr. Zhuang Wei, a related director, avoided the voting, and other non-related directors unanimously agreed the proposal.

The above estimated amount of daily connected transactions has been approved by a special meeting of independent directors of the Company with 4 voted in favor, 0 voted against, 0 abstained, and 0 avoided. For specific opinions of the special meeting of independent directors, please refer to the "Resolution of the Second Meeting of Independent Directors of Ningbo Shanshan Co., Ltd. for the Year 2024" disclosed by the Company on the official website on the disclosure date of this announcement.

(XIV) 2023 Internal Control Evaluation Report of Ningbo Shanshan Co., Ltd.

(Please refer to the website of the Shanghai Stock Exchange for details)

(11 voted in favor, 0 voted against, 0 abstained, 0 avoided)

This report has been unanimously reviewed and approved by all members of the audit committee of the Company's board of directors, and has been agreed to be submitted for review by the Company's board of directors.

The proposal still needs to be submitted to the shareholders' general meeting for deliberation.

(XV) Special Statement by the Board of Directors on the Unqualified Audit Report with Emphasized Matter and the Unqualified Internal Control Audit Report with Emphasized Matter for the Year 2023

(Please refer to the website of the Shanghai Stock Exchange for details)

(11 voted in favor, 0 voted against, 0 abstained, 0 avoided)

BDO China Shu Lun Pan Certified Public Accountants LLP has conducted an audit of the Company's financial report and internal control for the year 2023, and has issued an audit report with an unqualified opinion on the emphasized matter section and an internal control audit report with an unqualified opinion on the emphasized matter section. According to the requirements of the China Securities Regulatory Commission's *No. 14 Rule of Compilation Rules for Information Disclosure of Publicly Issued Securities Companies - Handling of Non-standard Audit Opinions and Related Matters* and the *No. 1 Guideline for Self-regulatory Guidelines for Listed Companies of the Shanghai Stock Exchange - Standardized Operation (Revised in December 2023)*, the board of directors of the Company hereby issued a special explanation on the relevant matter.

This special statement has been unanimously reviewed and approved by all members of the audit committee of the Company's board of directors, and has been agreed to be submitted for review by the Company's board of directors.

(XVI) 2023 Environmental, Social and Governance (ESG) Report of Ningbo Shanshan Co., Ltd.

(Please refer to the website of the Shanghai Stock Exchange for details)

(11 voted in favor, 0 voted against, 0 abstained, 0 avoided)

The proposal still needs to be submitted to the shareholders' general meeting for deliberation.

(XVII) Proposal on the Disposal of Shares Held in Listed Companies

(11 voted in favor, 0 voted against, 0 abstained, 0 avoided)

As of the date of this meeting, the Company indirectly holds 150,000,000 shares of CMOC Group Limited (securities code: 603993) through its wholly-owned subsidiary, accounting for 0.69% of the Group's total share capital.

The management of the Company is hereby authorized to in accordance with the Company's development strategy, capital demand planning and operating & financial status, and in combination with the stock price trend on the secondary market, the securities mentioned above and held by the Company should be disposed at the right

time in the form of centralized bidding transactions and block trade etc.

The term of this authorization is 12 months from the date when it is deliberated and approved by the BOD. This disposal does not constitute a material asset restructuring covered by the *Administrative Measures for Material Asset Restructuring of Listed Companies*.

(XVII) 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

(Please refer to the website of the Shanghai Stock Exchange for details)

(9 voted in favor, 0 voted against, 0 abstained, 2 avoided)

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)* 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 10,491,670 share options and 4,381,555 restricted shares corresponding to the failure to achieve the performance assessment indicators in the second exercise/release of restricted sales period and the fact that the incentive targets no longer qualify as the incentive targets due to resignation or retirement. The specific details are as follows:

(1) Failure to achieve performance assessment indicators in the second exercise/release of restricted sales period

According to relevant data in 2023 audit report of the Company issued by BDO China Shu Lun Pan Certified Public Accountants LLP, the Company's performance assessment indicators for the second exercise/release of restricted sales period did not meet the exercise/release of restricted sales conditions, mainly due to the impact of industry changes, product prices have declined year-on-year, resulting in lower-than-expected revenue growth for the Company. Therefore, the Company proposes to cancel all share options/restricted shares in the second exercise/release of restricted sales period of all incentive targets that have been granted but have not yet been exercised/released of restricted sales. The repurchase price of restricted shares will be the sum of the price of RMB 13.46/share and the bank deposit interest in the same period.

(2) The incentive targets' resignation or retirement

1) Among the incentive targets of the share options granted according to the Incentive Plan, 17 persons have resigned, 1 person has retired, and they no longer qualify as incentive targets. It is planned to cancel all share options granted but not yet exercised;

2) Among the incentive targets of the restricted shares granted according to the Incentive Plan, 16 persons have resigned, 1 person has retired, and they no longer qualify as incentive targets. It is planned to repurchase and cancel all restricted shares granted but not yet released of restricted sales; 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.

If the company has completed the 2023 annual equity distribution plan before the actual repurchase, the repurchase price per share of restricted shares will be correspondingly reduced by the amount of cash dividends per share already implemented.

In summary, the total number of share options to be cancelled this time is 10,491,670, among which the numbers of share options to be cancelled in the no.2, no.3 and no.4 exercise periods are 10,038,070, 226,800 and 226,800 respectively. After the cancellation this time, the incentive targets of the share options in the Company's Incentive Plan will be adjusted from 380 to 362, and the number of the share options granted but not yet exercised will be adjusted from 30,114,210 to 19,622,540 correspondingly.

The total number of the restricted shares to be repurchased and cancelled this time is 4,381,555, among which the numbers of the restricted shares to be repurchased and cancelled in the no.2, no.3 and no.4 releasing of restricted sales periods are 4,194,655, 93,450 and 93,450 respectively. After the repurchase and cancellation this time, the incentive persons of the restricted shares in the Company's Incentive Plan will be adjusted from 374 to 357, and the number of the restricted shares granted but not yet released of restricted sales will be adjusted from 12,583,965 to 8,202,410 correspondingly. The Company plans to pay a total of RMB58,975,730.30 for the repurchase of the restricted shares (plus the bank deposit interest payable for the same period as required), and the source of funds is the Company's own funds.

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

The repurchase and cancellation has been reviewed and approved by all members of the Remuneration and Appraisal Committee of the Board of Directors, and has been approved for submission to the Board of Directors for review.

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

(XIX) Proposal on amending the *Administrative Measures for Related Party Transactions of Ningbo Shanshan Co., Ltd.*

(Please refer to the website of the Shanghai Stock Exchange for details)

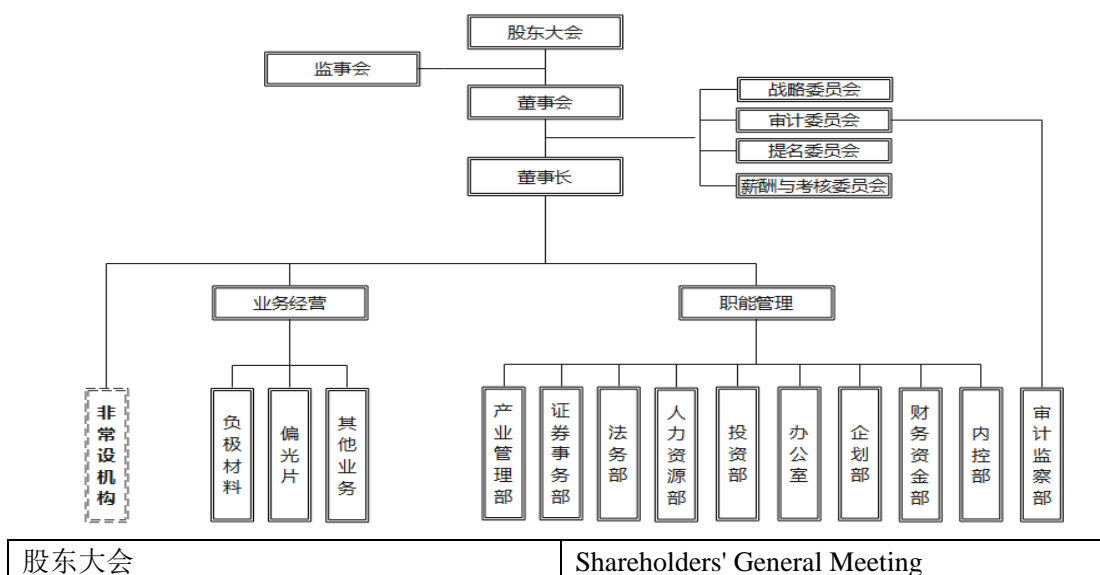
(11 voted in favor, 0 voted against, 0 abstained, 0 avoided)

In order to regulate the related party transactions of listed company, improve the standard operation level of listed company, and protect the legitimate rights and interests of investors, in accordance with *the Rules Governing the Listing of Stocks on Shanghai Stock Exchange (《上海证券交易所股票上市规则》)*, *Guidelines No. 5 for Self-regulatory Supervision on Listed Companies - Trading and Related Transactions*, issued by Shanghai Stock Exchange and other laws and regulations, *the Administrative Measures for Related Party Transactions of Ningbo Shanshan Co., Ltd.* shall be revised accordingly.

(XX) Proposal on the Adjustment of the Company's Organization

(11 voted in favor, 0 voted against, 0 abstained, 0 avoided)

In order to further optimize the Company's organization and improve management efficiency, it has been discussed and decided to adjust the Company's management departments. The adjusted organization is as follows:



监事会	BOS
董事会	BOD
董事长/总裁	Chairman/President
战略委员会	Strategy Committee
审计委员会	Audit Committee
提名委员会	Nomination Committee
薪酬与考核委员会	Remuneration and Appraisal Committee
业务经营	Business Operations
非常设机构	Non-permanent organs
负极材料	Anode materials
偏光片	Polarizer
其他业务	Other business
职能管理	Functional Management
产业管理部	Industrial Management Dept
证券事务部	Securities Affairs Dept.
法务部	Legal Dept.
人力资源部	HR Dept.
投资部	Investment Dept.
办公室	Office
企划部	Planning Dept.
财务资金部	Finance Dept.
内控部	Internal Control Dept.
审计监察部	Audit and Supervision Dept.

(XXI) Proposal on the 2024 First Quarterly Report of Ningbo Shanshan Co., Ltd. (Unaudited).

(Please refer to the website of the Shanghai Stock Exchange for details)

(11 voted in favor, 0 voted against, 0 abstained, 0 avoided)

This report has been unanimously reviewed and approved by all members of the audit committee of the Company's board of directors, and has been agreed to be submitted for review by the Company's board of directors.

(XXII) Proposal on Convening the 2023 Annual Shareholders' General Meeting of Ningbo Shanshan Co., Ltd.

(Please refer to the website of the Shanghai Stock Exchange for details)

(11 voted in favor, 0 voted against, 0 abstained, 0 avoided)

The BOD of the Company is scheduled to hold the 2023 Annual Shareholders' General Meeting on 16 May 2024 and to deliberate the following proposals at the meeting:

1. Proposal on the 2023 Annual Working Report of the Board of Directors;
2. Proposal on the 2023 Annual Working Report of the Board of Supervisors;
3. Proposal on the 2023 Annual Financial Report;
4. Proposal on the 2023 Annual Profit Distribution Plan;
5. Proposal on the Full Text and Abstract of the 2023 Annual Report;
6. Proposal on Re-engagement of BDO China Shu Lun Pan Certified Public Accountants LLP as the Company's Accounting and Audit Agency for the Year 2024;
7. Proposal on Re-engagement of BDO China Shu Lun Pan Certified Public Accountants LLP as the Company's Internal Control Audit Agency for the Year 2024;
8. Proposal on the Annual Guarantee Amount Provided by the Company for the Year 2024;
9. Proposal on the Amount of Related Guarantee Provided by the Company for the Year 2024;
10. 2023 Internal Control Evaluation Report of Ningbo Shanshan Co., Ltd.;
11. 2023 Environmental, Social and Governance (ESG) Report of Ningbo Shanshan Co., Ltd.;
12. Proposal on Amending the Management Measures for Related Party Transactions of Ningbo Shanshan Co., Ltd.;

At the meeting, the attendees will hear the 2023 Performance Report of each Independent Director.

III. The Board of Directors will Hear the 2023 Performance Report of each Independent Director and provide special opinions on the independence of the incumbent independent directors.

Please refer to the website of the Shanghai Stock Exchange for details.

It is hereby announced.

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

25 April 2024