

Stock Code: 002032 Short Form: Supor Announcement No.: 2020-042

## **Announcement of Completion of**

## Repurchase and Cancellation of Restricted Stock

This Company and all members of the Board of Directors hereby warrant that all information announced here are true, accurate and complete, and shall undertake responsibilities for any fictitious statement, misleading information or significant omission of the Announcement.

Pursuant to the resolution adopted at the Annual General Meeting of Shareholders for 2019 Fiscal Year of Zhejiang Supor Co., Ltd. (hereinafter referred to as the "Company", "the Company" or "Supor") held on May 20, 2020, the Company has completed the repurchase and cancellation of Restricted Stock, after it was reviewed and confirmed by Shenzhen Branch of China Securities Depository and Clearing Corporation Limited. Totally 36,050 shares of Restricted Stock were repurchased at the price of 1 yuan per share and canceled. Related matters are announced as follows:

# I. Examination and Approval Procedures for and Implementation of the Equity Incentive Plan

- 1. On August 29, 2017, the 2<sup>nd</sup> Session of the Sixth Board of Directors and 2<sup>nd</sup> Session of the Sixth Board of Supervisors reviewed and adopted the 2017 Restricted Stock Incentive Plan (Draft) of Zhejiang Supor Co., Ltd. Independent Directors have addressed independent opinions on the 2017 Restricted Stock Incentive Plan (Draft) and the Board of Supervisors has verified the List of Incentive Objects preliminarily.
- 2. On October 18, 2017, the 3<sup>rd</sup> Session of the Sixth Board of Directors and 3<sup>rd</sup> Session of the Sixth Board of Supervisors reviewed and adopted the Proposal on Adjusting the 2017 Restricted Stock Incentive Plan and the 2017 Restricted Stock Incentive Plan (Revised Draft) of Zhejiang Supor Co., Ltd. Independent Directors have addressed independent opinions on the 2017 Restricted Stock Incentive Plan (Revised Draft) and the Board of Supervisors has verified the List of Incentive Objects again.
- 3. On November 11, 2017, the Company disclosed Verification Opinions on List of Incentive Objects for 2017 Restricted Stock Incentive Plan (Revised Version). The Board of Supervisors has verified the Incentive Objects of 2017 Restricted Stock Incentive Plan and concluded that the subjective qualifications



of the Incentive Objects involved in this plan are legal and valid.

- 4. On November 16, 2017, the Second Interim General Meeting of Shareholders 2017 reviewed and adopted the Proposal on 2017 Restricted Stock Incentive Plan (Revised Draft) and its Abstract, Proposal on Assessment Measures for the Implementation of the 2017 Restricted Stock Incentive Plan and Proposal on Requesting the General Meeting of Shareholders to Authorize the Board of Directors to Deal with Issues Related to the Company's Restricted Stock Incentive Plan.
- 5. On November 17, 2017, the Company disclosed Self-verification on Buying or Selling the Company's Shares by Insiders of 2017 Restricted Stock Incentive Plan, the Company's insiders did not trade the Company's shares or involved in insider trading within six months before the publication of the Incentive Plan and the process of planning as well.
- 6. On December 4, 2017, the 4<sup>th</sup> Session of the Sixth Board of Directors and 4<sup>th</sup> Session of the Sixth Board of Supervisors reviewed and adopted the Proposal on Adjusting the 2017 Restricted Stock Incentive Plan and the Proposal on First Grant of Restricted Stock to Incentive Objects. Independent Directors have addressed independent opinions on above Proposals.
- 7. On December 28, 2017, the Company disclosed Announcement of Completion of Registration for First Grant of Restricted Stock. The first grant of Restricted Stock has been registered under the name of all incentive objects on December 29, 2017.
- 8. On March 29, 2018, the 6<sup>th</sup> Session of the Sixth Board of Directors and 6<sup>th</sup> Session of the Sixth Board of Supervisors reviewed and approved the Proposal on Repurchasing and Canceling a Part of Restricted Stock. For disqualification of three Incentive Objects due to their resignation, the Company has decided to repurchase and cancel 43,650 shares of Restricted Stock at the price of 1 yuan per share.
- 9. On March 29, 2018, the 6<sup>th</sup> Session of the Sixth Board of Directors and 6<sup>th</sup> Session of the Sixth Board of Supervisors reviewed and adopted the Proposal on Unlocking of Restricted Stock within the First Unlock Period of 2017 Restricted Stock Incentive Plan, agreeing to unlock the Restricted Stock for 181 qualified Incentive Objects in the first unlock period. The number of restricted stock unlocked is 387,400, accounting for 0.0472% of the total capital stock of the Company.
- 10. On August 29, 2018, the 8<sup>th</sup> Session of the Sixth Board of Directors and 8<sup>th</sup> Session of the Sixth Board of Supervisors reviewed and approved the Proposal on Repurchasing and Canceling a Part of Restricted Stock. For disqualification of six Incentive Objects due to their resignation, the Company has decided to repurchase and cancel 39,150 shares of Restricted Stock at the price of 1 yuan per share.



- 11. On August 29, 2018, the 8<sup>th</sup> Session of the Sixth Board of Directors and 8<sup>th</sup> Session of the Sixth Board of Supervisors reviewed and adopted the Proposal on Grant of Reserved Restricted Stock to Incentive Objects, agreeing to grant 426,000 shares of Reserved Restricted Stock to totally 50 Incentive Objects on August 30, 2018. The listing date of the Reserved Restricted Stock granted is November 14, 2018. Independent Directors have addressed independent opinions on the above Proposal and the Board of Supervisors has verified the List of Incentive Objects.
- 12. On March 26, 2019, the 11<sup>th</sup> Session of the Sixth Board of Directors and 10<sup>th</sup> Session of the Sixth Board of Supervisors reviewed and approved the Proposal on Repurchasing and Canceling a Part of Restricted Stock. For disqualification of three Incentive Objects due to their resignation, the Company has decided to repurchase and cancel 84,900 shares of Restricted Stock at the price of 1 yuan per share.
- 13. On March 26, 2019, the 11<sup>th</sup> Session of the Sixth Board of Directors and 10<sup>th</sup> Session of the Sixth Board of Supervisors reviewed and adopted the Proposal on Unlocking of Restricted Stock within the Second Unlock Period and Reserved Restricted Stock within the First Unlock Period of 2017 Restricted Stock Incentive Plan, agreeing to unlock the Restricted Stock for 221 qualified Incentive Objects in the second unlock period and Reserved Restricted Stock in the first unlock period. The number of restricted stock unlocked is 840,600, accounting for 0.1024% of the total capital stock of the Company. The unlockable Restricted Stock during the second unlock period has been circulated on December 30, 2019. The unlockable Reserved Restricted Stock during the first unlock period has been circulated on November 15, 2019.
- 14. On August 29, 2019, the 14th Session of the Sixth Board of Directors and 13th Session of the Sixth Board of Supervisors reviewed and approved the Proposal on Repurchasing and Canceling a Part of Restricted Stock. For disqualification of one Incentive Object due to their resignation, the Company has decided to repurchase and cancel 3,500 shares of Restricted Stock at the price of 1 yuan per share.
- 15. On April 28, 2020, the 16<sup>th</sup> Session of the Sixth Board of Directors and 15<sup>th</sup> Session of the Sixth Board of Supervisors reviewed and approved the Proposal on Repurchasing and Canceling a Part of Restricted Stock. For disqualification of eight Incentive Objects due to their resignation, the Company has decided to repurchase and cancel 32,550 shares of Restricted Stock at the price of 1 yuan per share.
- 16. On April 28, 2020, the 16<sup>th</sup> Session of the Sixth Board of Directors and 15<sup>th</sup> Session of the Sixth Board of Supervisors reviewed and adopted the Proposal on Unlocking of Restricted Stock within the Third Unlock Period and Reserved Restricted Stock within the Second Unlock Period of 2017 Restricted Stock Incentive Plan, agreeing to unlock the Restricted Stock for 210 qualified Incentive Objects in the third unlock period



and Reserved Restricted Stock in the second unlock period. The number of restricted stock unlocked is 1,213,050, accounting for 0.148% of the total capital stock of the Company.

#### II. Basis for Repurchase and Cancellation of Restricted Stock

The 14<sup>th</sup> Session of the Sixth Board of Directors held on August 29, 2019 adopted the *Proposal on Repurchasing and Canceling a Part of Restricted Stock*, agreeing to repurchase and cancel 3,500 shares of Restricted Stock granted to an incentive object who has resigned from the Company. Besides, the 16<sup>th</sup> Session of the Sixth Board of Directors held on April 28, 2020 adopted the *Proposal on Repurchasing and Canceling a Part of Restricted Stock*, agreeing to repurchase and cancel 32,550 shares of Restricted Stock granted to eight incentive objects who have resigned from the Company. The Annual General Meeting of Shareholders for 2019 Fiscal Year held on May 20, 2020 adopted the *Proposal on Repurchasing and Canceling a Part of Restricted Stock*, agreeing to repurchase and cancel 36,050 shares of Restricted Stock granted to nine incentive objects who have resigned from the Company. The detailed adjustment to the equity incentive plan is stated as follows:

#### 1. Adjustment approved by the 14th Session of the Sixth Board of Directors

With resignation of first granted Restricted Stock incentive object Ms. Zeng Yan for personal reasons, the Company shall, according to Article 3(4) of Chapter VII "Change to the Company and the Incentive Objects" of the 2017 Restricted Stock Incentive Plan, repurchase and cancel at the price of 1 yuan per share the Restricted Stock not meeting the unlock conditions (the shares of Restricted Stock not meeting the unlock conditions of above incentive object account for 70% of total Restricted Stock granted to her). Totally 3,500 shares of Restricted Stock will be repurchased and canceled at the price of 1 yuan per share. Details can be found in the Announcement of Repurchasing and Canceling a Part of Restricted Stock (2019-049) published in Securities Times, China Securities Journal, Securities Daily and cninfo.com.cn dated August 30, 2019.

#### 2. Adjustment approved by the 16th Session of the Sixth Board of Directors

With resignation of first granted Restricted Stock incentive objects Mr. Meng Fanwei, Ms. Xu Yun, Mr. Yi Zhifang, Mr. Zhang Chao, Mr. Chen Gangqiang and Reserved Restricted Stock incentive objects Ms. Zhan Peishan, Mr. Xia Zhongyong and Mr. Wang Fei for personal reasons, the Company shall, according to Article 3(4) of Chapter VII "Change to the Company and the Incentive Objects" of the 2017 Restricted Stock Incentive Plan, repurchase and cancel at the price of 1 yuan per share the Restricted Stock not meeting the un-lock conditions (incentive objects of first granted Restricted Stock in 2017: the shares of Restricted Stock



not meeting the unlock conditions of Mr. Meng Fanwei, Ms. Xu Yun, Mr. Yi Zhifang, Mr. Zhang Chao account for 70% of total Restricted Stock granted to them respectively, the shares of Restricted Stock not meeting the unlock conditions of Mr. Chen Gangqiang account for 40% of total Restricted Stock granted to him; incentive objects of Reserved Restricted Stock granted in 2018: the shares of Restricted Stock not meeting the unlock conditions of Ms. Zhan Peishan, Mr. Xia Zhongyong and Mr. Wang Fei accounts for 80% of total Reserved Restricted Stock granted to them). Totally 32,550 shares of Restricted Stock will be repurchased and canceled at the price of 1 yuan per share. Details can be found in the Announcement of Repurchasing and Canceling a Part of Restricted Stock (2020-021) published in Securities Times, China Securities Journal, Securities Daily and cninfo.com.cn dated April 29, 2020.

### III. Quantity and Price for Repurchase and Cancellation of Restricted Stock

Totally 36,050 shares of restricted stock of nine Incentive Objects were to be repurchased and canceled at the price of 1 yuan per share complying with Restricted Stock Incentive Plan 2017, accounting for 0.004% of the total capital stock of the Company. The Company has already paid repurchase fund amounting to RMB 36,050 yuan to above nine Incentive Objects. Zhejiang Pan-China Certified Public Accountants (special general partnership) also issued the Capital Verification Report No. 283(2020) dated on July 14, 2020.

The number of Restricted Stock granted to Incentive Objects in accordance with Restricted Stock Incentive Plan 2017 is changed as follows:

Category	Name	Position	Restricted Stock not	Restricted Stock unlocked during the Third Unlock Period and Reserved Restricted Stock	cked during canceled Restricted  he Third Stock for resignation ock Period of Incentive Objects d Reserved (share) ricted Stock		Restricted Stock remaining
Category		1 oston	unlocked (share)	unlocked during the Second Unlock Period (share)	Shares approved by the 14 <sup>th</sup> Session of BOD	approved by the 16 <sup>th</sup> Session of BOD	locked (share)
	Su Ming-Jui	General Manager	182,000	78,000	0	0	104,000
The First Granted Part	Xu Bo	Chief Financial Officer	112,000	48,000	0	0	64,000
	Ye Jide	Vice General Manager,	49,000	21,000	0	0	28,000

Zhejiang Supor Co., Ltd.

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		Secretary of					
		Board					
	Other Incentive Objects		2,230,900	946,650	3,500	20,550	1,260,200
The Reserved Part	Xu Bo	Chief Financial Officer	12,000	4,500	0	0	7,500
Part	Other Incentive Objects		318,400	114,900	0	12,000	191,500
	Total		2,904,300	1,213,050	36,050		1,655,200

Notes: The unlockable shares of restricted stock in the third unlock period and reserved restricted stock in the second unlock period have not been listed and circulated yet.

## IV. Changes of Shares after Completion of the Repurchase and Cancellation

	Before o	change	Number of	After change		
	Number of Shares	Percentage (%)	stock repurchased and canceled Qty.	Number of Shares	Percentage (%)	
I. Restricted outstanding shares	210,048,222	25.58%	36,050	210,012,172	25.58%	
1. Shares held by the State	0	0	0	0	0	
2. Shares held by state-owned legal entities	0	0	0	0	0	
3. Shares held by other domestic investors	3,680,632	0.45%	36,050	3,644,582	0.45%	
In which: Shares held by domestic legal entities	0	0	0	0	0	
Shares held by domestic natural persons	3,680,632	0.45%	36,050	3,644,582	0.45%	
4. Shares held by foreign investors	206,367,590	25.13%	0	206,367,590	25.13%	
In which: Shares held by foreign legal entities	206,367,590	25.13%	0	206,367,590	25.13%	
Shares held by foreign natural persons	0	0	0	0	0	
II. Non-restricted outstanding shares	611,071,688	74.42%	0	611,071,688	74.42%	
1. Renminbi common shares	611,071,688	74.42%	0	611,071,688	74.42%	
III. Total shares	821,119,910	100%	36,050	821,083,860	100%	

Board of Directors of Zhejiang Supor Co., Ltd. August 4, 2020