

Stock code: 002032

Short form: Supor

Announcement No.:2023-018

## **Announcement of Resolutions of the 18<sup>th</sup> Session of the Seventh Board of Supervisors**

This Company and all members of the Board of Supervisors hereby warrant that all information disclosed here are true, accurate and complete, and contain no fictitious statement, misleading information or significant omission.

The 18<sup>th</sup> Session of the Seventh Board of Supervisors of Zhejiang Supor Co., Ltd. (hereinafter referred to as “the Company”, “this Company” or “Supor”) has been held on-site on March 29, 2023. The notice of the meeting has been sent via email on March 19, 2023. The number of supervisors supposed to be present is 3, and the actual number of supervisors present is 3. Opening of the meeting was in compliance with the Company Law and the Articles of Association. The meeting was presided over by Chairman of the Board of Supervisors Mr. Philippe SUMEIRE.

Following resolutions were made after serious discussion of the supervisors present at the meeting:

**1. The Proposal on the Work Report of the Board of Supervisors 2022 was reviewed and adopted.**

The proposal was adopted with the voting results of 3 in favor, 0 against, 0 abstention and 0 withdrawal.

The Work Report of the Board of Supervisors 2022 is published in [cninfo.com.cn](http://cninfo.com.cn) dated March 31, 2023.

This Proposal shall be submitted to the Annual General Meeting of Shareholders for 2022 Fiscal Year for review.

**2. The Proposal on Annual Report 2022 and Abstract was reviewed and adopted.**

The proposal was adopted with the voting results of 3 in favor, 0 against, 0 abstention and 0 withdrawal.

After review, the Board of Supervisors concludes that the compilation and review procedures of Annual Report 2022 are in compliance with relevant laws, regulations and the rules of CSRC. Contents of

the Report do not contain any fictitious statements, misleading information or significant omissions, and are the true and accurate reflection of the actual situation of the Listed Company.

The full text of the Annual Report 2022 is published on cninfo.com.cn dated March 31, 2023; the Abstract is published in Securities Times, China Securities Journal, Securities Daily and cninfo.com.cn dated March 31, 2023.

This Proposal shall be submitted to the Annual General Meeting of Shareholders for 2022 Fiscal Year for review.

**3. The Proposal on Final Financial Report 2022 was reviewed and adopted.**

The proposal was adopted with the voting results of 3 in favor, 0 against, 0 abstention and 0 withdrawal.

This Proposal shall be submitted to the Annual General Meeting of Shareholders for 2022 Fiscal Year for review.

**4. The Proposal on Profit Distribution Plan 2022 was reviewed and adopted.**

The proposal was adopted with the voting results of 3 in favor, 0 against, 0 abstention and 0 withdrawal.

After verification, the Board of Supervisors concludes that the Profit Distribution Plan 2022 is law and rule compliant, and conforms to the commitment made by the Company in the profit distribution policy specified in the Articles of Association.

This Proposal shall be submitted to the Annual General Meeting of Shareholders for 2022 Fiscal Year for review.

Details of the Announcement of Profit Distribution Plan for 2022 Fiscal Year can be found in Securities Times, China Securities Journal, Securities Daily and cninfo.com.cn dated March 31, 2023.

**5. The Proposal on Self-Evaluation Report on Internal Control System 2022 was reviewed and adopted.**

The proposal was adopted with the voting results of 3 in favor, 0 against, 0 abstention and 0 withdrawal.

After verification, the Board of Supervisors concludes that the Company has established a sound internal control system and has been implementing it effectively. The Self-Evaluation Report on the Company's Internal Control System has truly and objectively reflected the establishment and implementation of the Company's internal control system.

Details of the Self-Evaluation Report on Internal Control System 2022 can be found on [cninfo.com.cn](http://cninfo.com.cn) dated March 31, 2023.

**6. The Proposal on Short-term Investment Using Excessive Cash was reviewed and adopted.**

The Company plans to make short-term investment using excessive cash not exceeding CNY4 billion.

The proposal was adopted with the voting results of 3 in favor, 0 against, 0 abstention and 0 withdrawal.

After verification, the Board of Supervisors concludes that the Company make short-term investments using excessive cash to enhance the earnings of working capitals by improving capital efficiency. It will not affect the cash operation demand of the Company, and is in line with interests of all shareholders.

Details of the Announcement of Short-term Investment Using Excessive Cash can be found in Securities Times, China Securities Journal, Securities Daily and [cninfo.com.cn](http://cninfo.com.cn) dated March 31, 2023.

This Proposal shall be submitted to the Annual General Meeting of Shareholders for 2022 Fiscal Year for review.

**7. The Proposal on Guarantee for Wholly-owned Subsidiaries and Mutual Guarantee among Wholly-owned Subsidiaries was reviewed and adopted.**

The Company and its subsidiaries plan to provide guarantees of a total amount no more than CNY4 billion for its subsidiaries in 2023.

The proposal was adopted with the voting results of 3 in favor, 0 against, 0 abstention and 0 withdrawal.

After verification, the Board of Supervisors concludes that the guarantee involved in this Proposal is aimed to meet urgent needs of the Company's wholly-owned subsidiaries for daily operation and make a supplement to its working capital. The healthy and steady development will be highly benefited from this guarantee arrangement.

Details of the Announcement of Guarantee for Wholly-owned Subsidiaries and Mutual Guarantee can be found in Securities Times, China Securities Journal, Securities Daily and [cninfo.com.cn](http://cninfo.com.cn) dated March 31, 2023.

This Proposal shall be submitted to the Annual General Meeting of Shareholders for 2022 Fiscal Year for review.

**8. The Proposal on Repurchasing and Canceling a Part of Restricted Stock was reviewed and adopted.**

In view of certain incentive objects resigned from the Company, in accordance with the Restricted Stock Incentive Plan 2021&2022, the Company will repurchase and cancel 22,750 shares of the restricted stock granted to the incentive objects at the price of CNY1.00 per share.

The proposal was adopted with the voting results of 3 in favor, 0 against, 0 abstention and 0 withdrawal.

The Board of Supervisors has verified the plan and concluded that: the repurchasing and canceling procedures of restricted stock are in compliance with the rules of the 2021 Restricted Stock Incentive Plan, 2022 Restricted Stock Incentive Plan, and the *Measures for the Administration of the Equity Incentives of Listed Company*.

Details of the Announcement of Repurchasing and Canceling a Part of Restricted Stock can be found in Securities Times, China Securities Journal, Securities Daily and cninfo.com.cn dated March 31, 2023.

This Proposal shall be submitted to the Annual General Meeting of Shareholders for 2022 Fiscal Year for review.

#### **9. The Proposal on Terminating the Public Shares Repurchase Plan was reviewed and adopted.**

In view of the Company's stock price continues to surpass the maximum repurchase price recently and the implementation period of share repurchase plan will expire on April 24, 2023. After given comprehensive considerations of the market and the Company's actual situation, the Company is planning to terminate the Public Shares Repurchase Plan disclosed on April 26, 2022 and propose a new plan.

The proposal was adopted with the voting results of 3 in favor, 0 against, 0 abstention and 0 withdrawal.

After verification, the Board of Supervisors concludes that the Company decided to terminate the Public Shares Repurchase Plan after careful consideration of the market and its actual situation. The decision-making procedure is in strictly accordance with to relevant laws, regulations and the Articles of Association. The termination of Public Shares Repurchase Plan will not harm the interests of all shareholders, especially minority shareholders, and will not adversely affect the normal production and operation of the company and its financial condition.

Details of the Announcement of Terminating the Public Shares Repurchase Plan can be found in Securities Times, China Securities Journal, Securities Daily and cninfo.com.cn dated March 31, 2023.

#### **10. The Proposal on Public Shares Repurchase Plan was reviewed and adopted.**

The proposal was adopted with the voting results of 3 in favor, 0 against, 0 abstention and 0 withdrawal.

The Board of Supervisors of the Company has verified the Shares Repurchase Plan and concluded that: the purpose of repurchasing the public shares is to reduce registered capital and to implement equity incentive, which is set up in accordance with *the Company Law, the Securities Law, the Measures for the Administration of the Equity Incentives of Listed Companies, the Rules for Repurchasing Shares of Listed Company* and *Shenzhen Stock Exchange Regulatory Guidelines for Listed Companies No. 9 – Repurchase Shares*. The implementation of this plan will not harm the interests of the Company and all shareholders, especially the interests of minority shareholders.

Details of the Announcement of Public Shares Repurchase Plan can be found in Securities Times, China Securities Journal, Securities Daily and cninfo.com.cn dated March 31, 2023.

This Proposal shall be submitted to the Annual General Meeting of Shareholders for 2022 Fiscal Year for review.

#### **11. The Proposal on Election of New Board of Supervisors was reviewed and adopted.**

With expiration of the office term of the Seventh Board of Supervisors, a new term shall be elected in accordance with the provisions of the Company Law and the Articles of Association, to ensure the normal operation of the Board of Supervisors and all works in an orderly manner. According to the nomination of the shareholder, the Company plans to nominate Mr. Philippe SUMEIRE as candidate for the Eighth Board of Supervisors, with the term of office of three years.

Attached: Resumes of Candidate for the Board of Supervisors.

The proposal was adopted with the voting results of 3 in favor, 0 against, 0 abstention and 0 withdrawal.

The above candidate for supervisors has not served as directors or top management of the Company within the last two years. The number of supervisors nominated by a single shareholder does not exceed half of the total number of supervisors of the Company.

This Proposal shall be submitted to the Annual General Meeting of Shareholders for 2022 Fiscal Year for review.

Board of Supervisors of Zhejiang Supor Co., Ltd.

March 31, 2023

**Resume of Candidate for the Board of Supervisors**

Mr. Philippe SUMEIRE: French, born in 1959, graduated from Aix-en-Provence Law School with PHD's degree of Private Law and Comparative Law. Vice President Legal of Groupe SEB and Company Secretary of SEB S.A.; has worked first for PEUGEOT S.A. and ATOCHEM (chemical industry) and then held the position of General Counsel and Company Secretary for CLUB MED, GIAT INDUSTRIES and MOULINEX S.A.

Mr. Philippe SUMEIRE is the top management of SEB S.A. and is related to the actual controller of the Company; he does not hold any share of the listed company. He is not a "dishonest executor". As a supervisor candidate of the Company, he complies with the relevant provisions of the Company Law, has not been punished by the CSRC and other relevant departments and the stock exchange. There is no situation specified in article 3.2.2 of the Shenzhen Stock Exchange Regulatory Guidelines for Listed Companies No. 1-Standardized Operation of Listed Companies.