

Stock Code: 002032 Short Form: Supor Announcement No.:2023-026

Announcement of Repurchasing and Canceling a Part of Restricted Stock

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

The 19th Session of the Seventh Board of Directors of Zhejiang Supor Co., Ltd. (hereinafter referred to as "the Company", "this Company" or "Supor") reviewed and adopted the *Proposal on Repurchasing and Canceling a Part of Restricted Stock* on March 29, 2023. Totally 22,750 shares of Restricted Stock will be repurchased and canceled in accordance with 2021 Restricted Stock Incentive Plan of Zhejiang Supor Co., Ltd. (draft) (hereinafter referred to as 2021 Restricted Stock Incentive Plan) and 2022 Restricted Stock Incentive Plan of Zhejiang Supor Co., Ltd. (draft) (hereinafter referred to as 2022 Restricted Stock Incentive Plan). This proposal shall be submitted to the General Meeting of Shareholders for approval. Relevant issues are now announced as follows:

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

1. 2021 Restricted Stock Incentive Plan

- (1) On December 10, 2021, the 10th Session of the Seventh Board of Directors and 9th Session of the Seventh Board of Supervisors reviewed and adopted the 2021 Restricted Stock Incentive Plan (Draft) of Zhejiang Supor Co., Ltd. Independent Directors have addressed independent opinions on the 2021 Restricted Stock Incentive Plan (Draft).
- (2) On December 25, 2021, the Company disclosed Verification Opinions on List of Incentive Objects for 2021 Restricted Stock Incentive Plan. The Board of Supervisors has verified the Incentive Objects of 2021 Restricted Stock Incentive Plan and concluded that the subjective qualifications of the Incentive Objects involved in this plan are legal and valid.
- (3) On December 30, 2021, the Third Interim General Meeting of Shareholders 2021 reviewed and adopted the Proposal on 2021 Restricted Stock Incentive Plan (Draft) and its Abstract, Proposal on Assessment Measures for the Implementation of the 2021 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.
- (4) On December 31, 2021, the Company disclosed Self-verification on Buying or Selling the Company's Shares by Insiders of 2021 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.
- (5) On January 6 2022, the 11th Session of the Seventh Board of Directors and 10th Session of the Seventh



- Board of Supervisors reviewed and adopted the Proposal on Grant of Restricted Stock to Incentive Objects, agreeing to grant 1,209,500 shares of Restricted Stock to totally 293 Incentive Objects. Independent Directors have addressed independent opinions on above Proposals.
- (6) On January 28, 2022, the Company disclosed Announcement of Completion of Registration for Grant of Restricted Stock. The Restricted Stock has been registered under the name of all incentive objects on January 27, 2022.
- (7) On March 31, 2022, the 12th Session of the Seventh Board of Directors and 11th Session of the Seventh Board of Supervisors reviewed and adopted 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 24,000 shares of Restricted Stock at the price of 1 yuan per share. Above shares were canceled on June 29, 2022.
- (8) On August 30, 2022, the 14th Session of the Seventh Board of Directors and 13th Session of the Seventh Board of Supervisors reviewed and adopted the Proposal on Repurchasing and Canceling a Part of Restricted Stock. For disqualification of thirteen Incentive Objects due to their resignation, the Company has decided to repurchase and cancel 53,000 shares of Restricted Stock at the price of 1 yuan per share. Above repurchase and cancelation of Restricted Stocks shall be submitted to the General Meeting of Shareholders for approval.

2. 2022 Restricted Stock Incentive Plan

- (1) On August 30, 2022, the 14th Session of the Seventh Board of Directors and the 13th Session of the Seventh Board of Supervisors reviewed and adopted the Proposal on 2022 Restricted Stock Incentive Plan (Draft) and its Abstract. Independent Directors have addressed independent opinions on the Incentive Plan. The Board of Supervisors have conducted preliminary verifications on the List of Incentive Objects.
- (2) On September 16, 2022, the Company disclosed Verification Opinions on List of Incentive Objects for 2022 Restricted Stock Incentive Plan. The Board of Supervisors has verified the Incentive Objects of 2022 Restricted Stock Incentive Plan and concluded that the subjective qualifications of the Incentive Objects involved in this plan are legal and valid.
- (3) On September 21, 2022, the First Interim General Meeting of Shareholders 2022 reviewed and adopted the Proposal on 2022 Restricted Stock Incentive Plan (Draft) and its Abstract, Proposal on Assessment Measures for the Implementation of the 2022 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.
- (4) On September 22, 2022, the Company disclosed Self-verification on Buying or Selling the Company's Shares by Insiders and Incentive Objects of 2022 Restricted Stock Incentive Plan. The Company's insiders did not trade the Company's shares or involved in insider trading during the process of planning. In addition, the Company's insiders and Incentive Objects did not trade the Company's shares or involved in insider trading within six months before the publication of the Incentive Plan.
- (5) On October 12 2022, the 15th Session of the Seventh Board of Directors and the 14th Session of the Seventh Board of Supervisors reviewed and adopted the Proposal on Grant of Restricted Stock to



Incentive Objects. Independent Directors have addressed independent opinions on the above Proposal.

- (6) On November 11, 2022, the Company disclosed Announcement of Completion of Registration for Grant of Restricted Stock of 2022. The Company completed the registration work for the grant of Restricted Stock involved in the Restricted Stock Incentive Plan 2022 (Draft) except for the postponed portion. The Company granted 1,253,500 shares of Restricted Stock to totally 288 Incentive Objects with grant price of 1 yuan per share, and the listing date for the Restricted Stock granted is November 10, 2022.
- (7) On January 31, 2023, the 18th Session of the Seventh Board of Directors and the 17th Session of the Seventh Board of Supervisors reviewed and adopted the Proposal on Grant of Postponed Portion of Restricted Stock to Incentive Objects. Independent Directors have addressed independent opinions on the above Proposal.
- (8) On February 27, 2023, the Company disclosed Announcement of Completion of Registration for Grant of Postponed Portion of Restricted Stock of 2022. The Company completed the registration work for the grant of the postponed portion of Restricted Stock involved in the Restricted Stock Incentive Plan 2022 (Draft). The Company granted 79,000 shares of Restricted Stock to 2 Incentive Objects with grant price of 1 yuan per share, and the listing date for the Restricted Stock granted is February 24, 2023.

II. Reasons, Quantity, Price and Pricing Basis for Repurchasing and Canceling of Restricted Stock

- 1. 2021 Restricted Stock Incentive Plan
 - (1) Adjustments due to resignation of the Incentive Objects:

Since the incentive objects Mr. Pan Xianguo, Mr. Shen Qian, Mr. Liu Rigui, and Ms. Jiang Miao under the Restricted Stock Incentive Plan 2021 were resigned due to personal reasons, in accordance with the stipulations of article 3(4) of Abnormal Change in Incentive Object of Chapter 8 of Restricted Stock Incentive Plan 2021, the Company will repurchase and cancel the unlocked restricted stock at the price of CNY1.00 per share (the shares of Restricted Stock not meeting the unlock conditions accounting for 100% of the total Restricted Stock granted to them). In conclusion, the restricted stock to be repurchased for cancellation from resigned incentive objects of Restricted Stock Incentive Plan 2021 is 21,000 shares.

- 2. 2022 Restricted Stock Incentive Plan
 - (1) Adjustments due to resignation of the Incentive Objects:

Since the incentive objects Ms. Jiang Miao and Mr. Cao Liang under the Restricted Stock Incentive Plan 2022 were resigned due to personal reasons, in accordance with the stipulations of article 3(4) of Abnormal Change in Incentive Object of Chapter 8 of Restricted Stock Incentive Plan 2022, the Company will repurchase and cancel the unlocked restricted stock at the price of CNY1.00 per share (the shares of Restricted Stock not meeting the unlock conditions accounting for 100% of the total Restricted Stock granted to them. Among which, incentive object Mr. Cao Liang resigned in the second assessment period. Therefore, the Company shall repurchase and cancel the Restricted Stock of the second assessment period which accounts for 50% of total Restricted Stock granted to him). The restricted stock to be repurchased for



cancellation from resigned incentive objects of Restricted Stock Incentive Plan 2022 is 1,750 shares.

After the adjustments, the share number of Restricted Stock granted to Incentive Objects in accordance with Restricted Stock Incentive Plan 2021 and 2022 is changed as follows:

1. The changes in the Restricted Stock Incentive Plan 2021:

Name Position		Restricted Stock not unlocked (share) Repurchased and canceled Restricted Stock for resignation of Incentive Objects (share)		Restricted Stock remaining locked (share)	
Cheung Kwok Wah	General Manager	60,000	0	60,000	
Xu Bo	Chief Financial Officer	45,000	0	45,000	
Ye Jide	Vice General Manager, Secretary of Board	20,000	0	20,000	
Other Incentive Objects		1,007,500	21,000	986,500	
Total		1,132,500	21,000	1,111,500	

Note: The number of "Restricted Stock granted" has deducted 53,000 shares of Restricted Stock to be repurchased and canceled for resignation of Incentive Objects adopted by the 14th Session of the Seventh Board of Directors.

The other contents and conditions of the Restricted Stock Incentive Plan 2021 remain unchanged.

2. The changes in the Restricted Stock Incentive Plan 2022

Name	Position	Restricted Stock not unlocked (share)	Repurchased and canceled Restricted Stock for resignation of Incentive Objects (share)	Restricted Stock remaining locked (share)	
Cheung Kwok Wah	General Manager	82,000	0	82,000	
Xu Bo	Chief Financial Officer	58,000	0	58,000	
Ye Jide	Vice General Manager, Secretary of Board	21,000	0	21,000	
Other Incentive Objects		1,171,500	1,750	1,169,750	
Total		1,332,500	1,750	1,330,750	

The other contents and conditions of the Restricted Stock Incentive Plan 2022 remain unchanged.

All in all, the Company will repurchase 22,750 shares of restricted stock from Restricted Stock Incentive Plan 2021&2022 at the price of 1 yuan per share for cancellation.

III. Notes on Stock Repurchase

Content	Explanation
Type of stock repurchased	Restricted Stock by Equity Incentive
Number of stock repurchased (share)	22,750
Proportion in total Restricted Stock	0.89%
Proportion in total Capital Stock	0.003%
Unit price for repurchase (yuan)	1



Capital used for repurchase (yuan)	22,750		
Capital resource	Self-owned fund		

IV. Change of Equity Structure before and after the Repurchase

	Before change		Number of shares to	Number of	After change	
	Number of Shares	Percentage (%)	be repurchased and canceled that adopted by the 14 th Session of the Seventh Board of Directors	shares to be repurchased and canceled this time	Number of Shares	Percentage (%)
I. Restricted outstanding shares	3,036,385	0.38%	53,000	22,750	2,960,635	0.37%
II. Non-restricte d outstanding shares	805,618,091	99.62%	0	0	805,618,091	99.63%
III. Total shares	808,654,476	100%	53,000	22,750	808,578,726	100%

V. Impact on Business Performance

The repurchasing and canceling a part of Restricted Stock won't have any significant impact on the Company's business performance or the management team's due diligence. The management team will continue to fulfill in good faith their obligations to create values for shareholders.

VI. Opinions of Independent Directors

The opinions of Independent Directors after verification:

Pursuant to the rules of Restricted Stock Incentive Plan 2021&2022: in view of certain incentive objects resigned from the Company, we agree to repurchase at the price of 1 yuan per share and cancel their Restricted Stock not meeting the unlocking conditions and also agree to submit this Proposal to the General Meeting of Shareholders for approval. We believe the repurchasing and canceling procedures are law and regulation compliant, and won't have any significant impact on the Company's business performance or the management team's due diligence. We agree to repurchase and cancel the Restricted Stock granted to incentive objects whose Restricted Stock not meeting the unlocking conditions.

VII. Opinions of the Board of Supervisors

The Proposal on Repurchasing and Canceling a Part of Restricted Stock was reviewed and adopted at the 18th Session of the Seventh Board of Supervisors. After verifying the plan and the list of incentive objects, the Board of Supervisors agreed to repurchase and cancel 22,750 shared of Restricted Stock and submit this proposal to the General Meeting of Shareholders of the Company for approval. The Board of Supervisors has 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.

VIII. Legal Statement and Conclusive Opinions

Attorneys from Grandall Legal Group Hangzhou Office conclude that repurchasing and canceling of a part of Restricted Stock is in compliance with the provisions of 2021 Restricted Stock Incentive Plan and 2022 Restricted Stock Incentive Plan, and is valid and effective. All procedures involved have obtained all necessary approvals and authorizations. The number of Restricted Stock to be repurchased and canceled is consistent with the requirements of 2021 Restricted Stock Incentive Plan and 2022 Restricted Stock Incentive Plan.

Board of Directors of Zhejiang Supor Co., Ltd. March 31, 2023