

Stock code: 002032

Short form: Supor

Announcement No.:2023-079

Announcement of Grant of Stock Option to Incentive Objects

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 granting conditions of the Stock Option stipulated in the 2023 Stock Option Incentive Plan (Draft) (hereinafter referred to as “the Incentive Plan” or “this Incentive Plan”) of Zhejiang Supor Co., Ltd. (hereinafter referred to as “Company”, “the Company” or “Supor”) are satisfied. The Proposal on Grant of Stock Option to Incentive Objects was reviewed and adopted at the 4th Session of the Eighth Board of Directors on October 26, 2023. The Board of Directors agreed to grant 1,075,000 Stock Options to totally 53 Incentive Objects on October 26, 2023, with the detailed contents disclosed as follows:

I. Brief of the Stock Option Incentive Plan and Relevant Approval Procedures already completed

(I) Brief of the Incentive Plan

The Incentive Plan was reviewed and adopted at the Second Interim General Meetings of Shareholders 2023, details are as follows:

1. Mode of the Incentive Plan

The execution mode of this Incentive Plan is Stock Option.

2. Source of the Incentive Plan

The source of the underlying stocks under this incentive plan is the targeted issuance of A-share common shares of the Company to incentive objects.

3. Exercise price, quantity and number of incentive objectives under the Incentive Plan

The Exercise Price of the Stock Option is CNY 36.49 per share, meaning when the exercise conditions are satisfied, the incentive objects can purchase the Company’s stock at CNY 36.49 per share. There are totally 53 incentive objects involved in Grant of this Incentive Plan, including middle and senior management personnel, core technical (business) personnel, and other employees identified by the Board of Directors to be motivated.

4. Waiting period and Exercise arrangements for stock options

The stock option granted by this Incentive Plan has waiting periods of 24 months and 36 months. Stock option granted by this Incentive Plan shall not be transferred, and used for security or debt repayment before the exercise by incentive objects. The Company will deal with all issues related to the exercising the stock when the incentive objects are satisfies with the exercise conditions.

Stock option shall be exercised in two exercise periods after 24 months from the transaction date. The timetable for exercise periods is shown in the table below:

Exercise Arrangement	Stock Option Exercise Periods	Proportion of Exercisable Option
First exercise period	From the first transaction date after 24 months from the completion of registration of the stock option to the last transaction date within 36 months from the completion of the registration of the stock option	50%
Second exercise period	From the first transaction date after 36 months from the completion of registration of the stock option to the last transaction date within 48 months from the completion of the registration of the stock option	50%

5. Exercise assessment indicators of stock options

(1) Assessment requirements for the Company's performance

Under this Stock Option Incentive Plan, the performance of the Company will be assessed in two fiscal years from 2023 to 2024 annually, so as to achieve the objective of performance assessment as one of the preconditions for the incentive object to exercise in the phase wholly or partially. The annual objectives of performance assessment are shown in the table below:

Exercise period	Year of assessment	Conditions of company-level performance assessment
First exercise period	2023	Return on net assets in 2023 shall not be less than 22%.
Second exercise period	2024	Return on net assets in 2024 shall not be less than 22%.

Notes: The above "return on net assets" is the weighted average return on net assets, and the net profit is calculated based on the net profit attributable to shareholders of listed company and excluding the share payment expenses.

If any of the above conditions of the Company's performances are not met, the Company will cancel the stock options that incentive objects can exercise during the current year in accordance with the provisions of this Plan.

(2) Assessment requirements for performance at the business unit level

Under this Incentive Plan, the Company is required to assess the performance of the business unit where the incentive object serves. It is one of the preconditions that the incentive object can exercise the option in the period wholly or partially if the relevant performance of the foregoing business unit reaches

the basic goals or above; and if the relevant performance of the business unit fails to reach the basic goal, the Company will cancel the stock option for the incentive goal in the current period in accordance with the provisions of the Plan.

(3) Assessment requirements for individual performance

Under this Incentive Plan, the Company is required to conduct individual performance assessment on each incentive object on a yearly basis. It is one of the preconditions for incentive objects to fully or partially exercise in the current period if their individual performances in the evaluation year is qualified or above. If the individual performance assessment of the incentive object in the assessment year fails to achieve qualified, the Company will cancel the stock option granted in the current period in accordance with the provisions of the Plan.

In case that the three preconditions of (1) achieving company performance; (2) achieving basic goals and above in relevant performance of the business unit; and (3) achieving qualified and above in individual performance assessment for the incentive object in the assessment year are met at the same time, the incentive object can determine the specific proportion of stock option that can be exercised in the current period in accordance with the achievement of the performance of the business unit; and if any of the above preconditions are not met, the Company will cancel the stock option granted in the current period in accordance with the provisions of the Plan.

(II) Relevant Approval Procedures

1. On September 27, 2023, the 3rd Session of the Eighth Board of Directors and the 3rd Session of the Eighth Board of Supervisors reviewed and adopted the Proposal on 2023 Stock Option 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 October 14, 2023, the Company disclosed Verification Opinions on List of Incentive Objects for 2023 Stock Option Incentive Plan. The Board of Supervisors has verified the Incentive Objects of 2023 Stock Option Incentive Plan and concluded that the subjective qualifications of the Incentive Objects involved in this plan are legal and valid.

3. On October 19, 2023, the Second Interim General Meeting of Shareholders 2023 reviewed and adopted the Proposal on 2023 Stock Option Incentive Plan (Draft) and its Abstract, Proposal on Assessment Measures for the Implementation of the 2023 Stock Option 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 2023 Stock Option Incentive Plan.

4. On October 20, 2023, the Company disclosed Self-verification on Buying or Selling the Company's Shares by Insiders and Incentive Objects of 2023 Stock Option 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 26, 2023, the 4th Session of the Eighth Board of Directors and the 4th Session of the Eighth Board of Supervisors reviewed and adopted the Proposal on Grant of Stock Option to Incentive Objects. Independent Directors have addressed independent opinions on the above Proposal.

II. Satisfactions of Granting Conditions of Stock Option Incentive Plan

According to the grant condition stipulated in Chapter 5 of the Stock Option Incentive Plan, when the following grant conditions are met simultaneously, the Company shall grant stock options to the incentive objects

1. The Company does not have any of the following circumstances:

(1) The certified public accountant has issued an audit report with negative opinions or unable to express opinions to the financial and accounting report of the latest fiscal year;

(2) The certified public accountant has issued an audit report with negative opinions or unable to express opinions on the internal control of the financial report of the latest fiscal year;

(3) In the last 36 months after listing, the Company has failed to distribute profits in accordance with laws and regulations, the Articles of Association, and public promises;

(4) Circumstances where laws and regulations stipulate that equity incentives shall not be implemented;

(5) Other circumstances recognized by the CSRC.

2. Any of the following circumstances do not happen to the incentive objects:

(1) Being identified as an inappropriate candidate by the Stock Exchange within the last 12 months;

(2) Being identified as an inappropriate candidate by the CSRC and its dispatched agencies within the last 12 months;

(3) Being subject to administrative penalty or banned from entering the market by the CSRC or its dispatched agencies for major violations of laws and regulations within the last 12 months;

(4) Being prohibited to serve as the director or senior executive of the Company as stipulated in the

Company Law;

(5) Being prohibited to participate in equity incentives of listed companies in line with laws and regulations;

(6) Other circumstances recognized by the CSRC.

The Company and all Incentive Objects have not or are not involved in one of above circumstances, and the granting conditions of the Stock Option are satisfied. In accordance with the rules stipulated in the Incentive Plan, Incentive Objects can be granted with Stock Option.

III. Discrepancy between the Incentive Plan under Implementation and the Plan already Disclosed

The Second Interim General Meeting of Shareholders 2023 reviewed and adopted the Proposal on Requesting the General Meeting of Shareholders to Authorize the Board of Directors to Deal with Issues Related to the Company's 2023 Stock Option Incentive Plan. The Board of Directors has been authorized to determine the grant date of the stock option incentive plan, and to grant stock option to incentive objects when incentive objects comply with the given conditions and deal with all issues required by the grant of stock option.

The Incentive Plan under implementation is in line with the plan that approved by the Second Interim General Meeting of Shareholders 2023.

IV. The Granting Arrangement of Stock Option Incentive Plan

1. The Grant Date of the Stock Option is October 26, 2023.
2. The exercise price of stock options granted by this Incentive Plan is CNY 36.49 per share.
3. The Incentive Objects and amount of Stock Option

This Incentive Plan includes the granting of 1,075,000 Stock Options to totally 53 Incentive Objects.

The stock option will be distributed among the Incentive Objects according to the following table:

No.	Name	Position	Number of stock options granted (share)	Proportion to the total number of stock options granted	Proportion of the Company's total share capital
1	Cheung Kwok Wah	General Manager	96,000	8.930%	0.012%
2	Xu Bo	Chief Financial Officer	68,000	6.326%	0.008%
3	Ye Jide	Vice General Manager and Secretary of the Board	25,000	2.326%	0.003%
4	Other incentive objects		886,000	82.419%	0.110%
Total			1,075,000	100%	0.133%

V. Impact on the Company Financial Conditions

In accordance with the *Accounting Standards for Business Enterprises No.11 - Share-based Payment* and *Accounting Standard for Business Enterprises No.22 - Recognition and Measurement of Financial Instruments*, the Company will revise the number of stock options expected to be exercisable at each balance sheet date of the waiting period based on subsequent information such as changes in the number of newly acquired exercisable options, achievement of performance indicators, etc., and according to the fair value of the stock options on the grant date, the services obtained in the current period shall be included in relevant cost or expense and the capital reserve.

1. Fair value and determination method of stock options

According to the relevant provisions on the determination of fair value in the *Accounting Standards for Business Enterprises No.22 - Recognition and Measurement of Financial Instruments*, the Company chooses the Black-Scholes model to calculate the fair value of options, and uses this model to calculate the 1,075,000 stock options granted on October 26, 2023. The specific parameters are selected as follows:

- (1) The underlying stock price is CNY 46.67 per share (the closing price of the Company on the grant date is CNY 46.67 per share);
- (2) The validity period is 24 and 36 months respectively (the period from the grant date of stock options to the date of exercise of each period);
- (3) The historical volatility is 34.42% and 34.78% respectively (the volatility of Supor in the last 24 and 36 months respectively);
- (4) The risk-free interest rate is 2.10% and 2.75% respectively (the benchmark interest rates of 2-year and 3-year deposits of financial institutions formulated by the People's Bank of China are adopted respectively);
- (5) The dividend rate is 5.74% (the dividend rate of the Company in last 12 months before the disclosure of this Incentive Plan).

2. Estimated impact of the implementation of stock options on operating performance of each period

The Company uses the Black-Scholes model to calculate the fair value of options, and finally confirms the share-based payment costs of this Incentive Plan, which will be confirmed by stages during the implementation of this Incentive Plan. The incentive cost generated by this Incentive Plan will be included in the recurrent profit and loss.

Since the Grant Date is October 26, 2023, the impact of stock options granted by this Incentive Plan on

the accounting costs of each period is shown in the following table:

Total amortized costs (CNY10,000)	2023	2024	2025
1229.80	338.89	785.45	105.46

Note 1: The final accounting cost shall not be represented by results above. The actual accounting cost is not only related to the actual grant date, exercise price and grant quantity, but also related to the quantity of actual valid and invalid stocks.

Note 2: Please noted the dilution influence caused by the share-based payment.

Note 3: The final result of the above-mentioned impact on the Company's operating results will be subject to the audit report issued by the accounting firm.

The performance of relevant accounting periods is influenced by the share-based payment costs generated by the incentive plan, but the degree of such influence is controllable. In addition, the implementation of this Incentive Plan will effectively unlock the passion of the core team, upgrade operating efficiency and reduce operating costs. Therefore, although certain costs has been generated in implementation of this Incentive Plan, it has effectively promoted the continuing operation capacity of the Company.

VI. The Individual Income Tax Payment of Incentive Objects

The capital source for acquiring the Stock Option and individual income tax shall be self-raised by the Incentive Objects. The Company warrants it does not provide loan and financial aid in any form for the Incentive Objects to acquire the Stock Option as per the Plan, including providing guarantee for their loan

VII. Independent Directors' Opinions

After verification, the Board of Directors decided to grant the Stock Option to all Incentive Objects on October 26, 2023. Independent directors have given following independent opinions:

1. According to the authorization by the Second Interim General Meeting of Shareholders 2023, the Board of Directors of the Company plans to grant stock option to incentive objects on October 26, 2023. This Grant Date is strictly in line with the regulations stipulated in *the Administration Measures* and the 2023 Stock Option Incentive Plan.
2. The Incentive Objects all meet the requirements stipulated in *the Administration Measures* and the scope in 2023 Stock Option Incentive Plan (Draft), and their subjective qualifications of the Incentive Objects involved in this plan are legal and valid.
3. The Company and all Incentive Objects have not or are not involved in one of the circumstances which the stock option shall not to be granted, the granting conditions of stock option are satisfied.

We agree to grant all Incentive Objects the Stock Option.

VIII. Verifying Opinions of the Board of Supervisors

The Board of Supervisors of the Company has verified the granting conditions of 2023 Stock Option Incentive Plan and concluded that:

The Company has not or is not involved in one of the following circumstances: (1) The certified public accountant has issued an audit report with negative opinions or unable to express opinions to the financial and accounting report of the latest fiscal year; (2) The certified public accountant has issued an audit report with negative opinions or unable to express opinions on the internal control of the financial report of the latest fiscal year; (3) In the last 36 months after listing, the Company has failed to distribute profits in accordance with laws and regulations, the Articles of Association, and public promises; (4) Circumstances where laws and regulations stipulate that equity incentives shall not be implemented; (5) Other circumstances recognized by the CSRC.

The Incentive Object has not or is not involved in one of the following circumstances: (1) Being identified as an inappropriate candidate by the Stock Exchange within the last 12 months; (2) Being identified as an inappropriate candidate by the CSRC and its dispatched agencies within the last 12 months; (3) Being subject to administrative penalty or banned from entering the market by the CSRC or its dispatched agencies for major violations of laws and regulations within the last 12 months; (4) Being prohibited to serve as the director or senior executive of the Company as stipulated in the Company Law; (5) Being prohibited to participate in equity incentives of listed companies in line with laws and regulations; (6) Other circumstances recognized by the CSRC.

The Incentive Objects involved are all employees of the Company including top management and core staff. The Incentive Objects involved in this Incentive Plan do not include any independent director, supervisor or shareholder who holds 5% or more shares of the listed company independently or jointly or actual controller and their spouses, parents and children. The subjective qualifications of the Incentive Objects involved in this plan are legal and valid.

The Board of Supervisors agrees to grant 1,075,000 Stock Options to totally 53 Incentive Objects on October 26, 2023.

IX. Legal Statement of Grandall Legal Group (Hangzhou)

Attorneys from Grandall Legal Group (Hangzhou) conclude following conclusive opinions: the Company has obtained authorization and approval related to granting matters of Incentive Plan. The decision-making process of Grant Date of Stock Option granted are in compliance with *the Administration*

Measures and the Incentive Plan. The granting conditions of Stock Option regulated in the Incentive Plan are satisfied, the Company shall continue with relevant procedures such as information disclosure, registration and public announcements regarding implementation of the Incentive Plan.

X. Verifying Opinions of Independent Financial Consultant

The Independent Financial Consultant concludes following conclusive opinions: the Company has obtained imperative authorization and approval related to granting matters of Incentive Plan. The approval procedures already completed are strictly in line with the Incentive Plan. The decision-making process of Grant Date, Exercise Price, Grant Quantity, and Incentive Objects are in compliance with *the Company Law, the Securities Law, the Administration Measures, the Rules Governing the Listing of Stocks on Shenzhen Stock Exchange, Shenzhen Stock Exchange Self-Regulatory Guidance for Listed Companies No.1- Business Handling* and other relevant laws, regulations and regulatory documents. The Company has not or are not involved in one of those circumstances which Stock Option is prohibited to be granted.

Board of Directors of Zhejiang Supor Co., Ltd.

October 27, 2023