

Stock code: 002032

Short form: Supor

Announcement No.:2024-011

## **Announcement of Resolutions of the 7<sup>th</sup> Session of the Eighth Board of Directors**

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 notice of the 7<sup>th</sup> Session of the Eighth Board of Directors of Zhejiang Supor Co., Ltd. (hereinafter referred to as “the Company”, “this Company” or “Supor”) has been sent to directors via email on March 19, 2024. The Meeting has been held on-site on March 29, 2024. Nine (9) directors should attend the meeting and the actual number of directors presented was nine (9). The meeting was presided over by Board Chairman Mr. Thierry de LA TOUR D’ARTAISE. Supervisors and top management of the Company attended the meeting. The convening, holding and voting procedures of the meeting are in compliance with relevant laws, regulations and the Articles of Association of the Company.

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

**1. The Proposal on the Work Report of General Manager 2023 was reviewed and adopted.**

The proposal was adopted with the voting results of 9 in favor, 0 against, 0 abstention and 0 withdrawal.

**2. The Proposal on the Work Report of the Board of Directors 2023 was reviewed and adopted.**

The proposal was adopted with the voting results of 9 in favor, 0 against, 0 abstention and 0 withdrawal.

Details of the Work Report of the Board of Directors 2023 can be found in Section III of the Annual Report 2023. The full text of the Annual Report 2023 is published on [cninfo.com.cn](http://cninfo.com.cn) dated March 30, 2024.

This Proposal shall be submitted to the Annual General Meeting of Shareholders for 2023 Fiscal Year for review.

Independent directors Mr. Hervé MACHENAUD, Mr. Jean-Michel PIVETEAU and Mr. Chen Jun, have submitted to the Board of Directors their “Report on Duty Performance of Independent Directors in 2023”, and will report on their works at the Annual General Meeting of Shareholders for 2023 Fiscal Year. The Reports on Duty Performance of Independent Directors in 2023 are published in [cninfo.com.cn](http://cninfo.com.cn) dated

March 30, 2024.

Independent directors Mr. Hervé MACHENAUD, Mr. Jean-Michel PIVETEAU and Mr. Chen Jun, have also submitted to the Board of Directors their “Independence Self-Verification Form of Independent Director”, the Board of Directors have evaluated the independence of independent directors and issued the Special Opinions of Board of Directors on the Independence of Independent Directors. Special Opinions of Board of Directors on the Independence of Independent Directors are published in cninfo.com.cn dated March 30, 2024.

**3. The Proposal on Annual Report 2023 and Abstract was reviewed and adopted.**

The proposal was adopted with the voting results of 9 in favor, 0 against, 0 abstention and 0 withdrawal.

The full text of the Annual Report 2023 is published on cninfo.com.cn dated March 30, 2024; the Abstract is published in Securities Times, China Securities Journal, Securities Daily and cninfo.com.cn dated March 30, 2024.

This Proposal has been reviewed and adopted by the Audit Committee of the Board of Directors, and shall be submitted to the Annual General Meeting of Shareholders for 2023 Fiscal Year for review.

**4. The Proposal on Environmental, Social and Governance Report 2023 was reviewed and adopted.**

The proposal was adopted with the voting results of 9 in favor, 0 against, 0 abstention and 0 withdrawal.

The full text of the Environmental, Social and Governance Report 2023 is published on cninfo.com.cn dated March 30, 2024.

**5. The Proposal on Final Financial Report 2023 was reviewed and adopted.**

The total sales for 2023 realized CNY21,303.95 million, increased by 5.62% YoY; total profit was CNY2,684.72 million, increased by 5.48% YoY; and the net profit attributed to the listed company was CNY2,179.80 million, increased by 5.42% YoY.

The proposal was adopted with the voting results of 9 in favor, 0 against, 0 abstention and 0 withdrawal.

This Proposal has been reviewed and adopted by the Audit Committee of the Board of Directors, and shall be submitted to the Annual General Meeting of Shareholders for 2023 Fiscal Year for review.

**6. The Proposal on Profit Distribution Plan 2023 was reviewed and adopted.**

Based on the 796,891,157 shares at the end of 2023 (total capital stock of 806,708,657 shares at the end of 2023 deducted by 9,817,500 shares of repurchased shares in the Company's special stock repurchase account), the Company will distribute all shareholders cash dividends of CNY27.30 per 10 shares (tax included), and total amount of cash dividends is CNY2,175,512,858.61, issue 0 bonus shares (tax included) and will not convert capital reserves to capital.

During the period from the disclosure of this profit distribution preplan to the actual implementation date, if the Company's capital stock changes due to conversion of convertible bonds into stocks, share repurchases, equity incentive exercise, and refinancing and new share listing, it will be executed based on the changed capital stock, and the above distribution ratio remains unchanged.

The proposal was adopted with the voting results of 9 in favor, 0 against, 0 abstention and 0 withdrawal.

Details of the Announcement of Profit Distribution Plan for 2023 Fiscal Year can be found in Securities Times, China Securities Journal, Securities Daily and cninfo.com.cn dated March 30, 2024.

This Proposal shall be submitted to the Annual General Meeting of Shareholders for 2023 Fiscal Year for review.

**7. The Proposal on Self-Evaluation Report on Internal Control System 2023 was reviewed and adopted.**

The proposal was adopted with the voting results of 9 in favor, 0 against, 0 abstention and 0 withdrawal.

Details of the Self-Evaluation Report on Internal Control System 2023 can be found in cninfo.com.cn dated March 30, 2024. KPMG Certified Public Accountants (special general partnership) has audited the effectiveness of the Company's internal control on the financial reports as of December 31, 2023 and issued the Internal Control Audit Report, Details of the Internal Control Audit Report on Internal Control System 2023 can be found in cninfo.com.cn dated March 30, 2024.

This Proposal has been reviewed and adopted by the Audit Committee of the Board of Directors.

**8. The Proposal on Continuing to Engage Audit Authority 2024 was reviewed and adopted.**

In light of very high business proficiency and good service awareness, KPMG Certified Public Accountants (special general partnership) reflected the Company's financial conditions very objectively and fairly on the principle of independent audit in 2023 Fiscal Year. The Company decided to continue to engage KPMG Certified Public Accountants (special general partnership) to serve as the financial audit

authority in 2024 fiscal year to be liable for the financial audit of the Company.

The proposal was adopted with the voting results of 9 in favor, 0 against, 0 abstention and 0 withdrawal.

Details of the Announcement of Continuing to Engage Audit Authority 2024 can be found in Securities Times, China Securities Journal, Securities Daily and cninfo.com.cn dated March 30, 2024.

This Proposal has been reviewed and adopted by the Audit Committee of the Board of Directors, and shall be submitted to the Annual General Meeting of Shareholders for 2023 Fiscal Year for review.

The Audit Committee of the Board of Directors of the Company have evaluated the duty performance of KPMG Certified Public Accountants (special general partnership). The Report on the Implementation of Supervisory Responsibilities of Audit Committee and Duty Performance Evaluation on the Accounting Firm in 2023 are published in cninfo.com.cn dated March 30, 2024.

**9. The Proposal on Issuing Selection and Engagement System of Accounting Firm was reviewed and adopted.**

In order to further improve the corporate governance structure, standardize the Company's behavior of selecting and engaging accounting firms and improve the quality of financial information, according to the provisions of Company Law, Administration Measures for Selection and Engagement of Accounting Firms by State-Owned Enterprises and Listed Companies and other regulatory documents, and considering the actual situation of the Company, the Company plans to issue the Selection and Engagement System of Accounting Firms.

The proposal was adopted with the voting results of 9 in favor, 0 against, 0 abstention and 0 withdrawal.

Details of the Selection and Engagement System of Accounting Firm can be found in cninfo.com.cn dated March 30, 2024.

**10. 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 9 in favor, 0 against, 0 abstention and 0 withdrawal.

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 dated March 30, 2024.

This Proposal shall be submitted to the Annual General Meeting of Shareholders for 2023 Fiscal Year for review.

**11. 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 2024.

The proposal was adopted with the voting results of 9 in favor, 0 against, 0 abstention and 0 withdrawal.

Details of the Announcement of Guarantee for Wholly-owned Subsidiaries and Mutual Guarantee among Wholly-owned Subsidiaries can be found in Securities Times, China Securities Journal, Securities Daily and cninfo.com.cn dated March 30, 2024.

This Proposal shall be submitted to the Annual General Meeting of Shareholders for 2023 Fiscal Year for review.

**12. The Proposal on Advance Payment Financing Business was reviewed and adopted.**

The Company plans to carry out advance payment financing business with a maximum limit of no more than CNY700 million to solve the capital demand problems encountered by high-quality distributors in the operation process and to better develop marketing of the Company.

The proposal was adopted with the voting results of 9 in favor, 0 against, 0 abstention and 0 withdrawal.

Details of the Announcement of Implementation of Advance Payment Financing Business to Undertake Responsibility of Making up Difference can be found in Securities Times, China Securities Journal, Securities Daily and cninfo.com.cn dated March 30, 2024.

This Proposal shall be submitted to the Annual General Meeting of Shareholders for 2023 Fiscal Year for review.

**13. The Proposal on Foreign Exchange Derivatives Hedging Trading was reviewed and adopted.**

The Company plans to invest in foreign exchange derivatives hedging trading using excessive cash not exceeding US \$100 million or other currencies of the same amount.

The proposal was adopted with the voting results of 9 in favor, 0 against, 0 abstention and 0 withdrawal.

Details of the Announcement of Foreign Exchange Derivatives Hedging Trading can be found in Securities Times, China Securities Journal, Securities Daily and cninfo.com.cn dated March 30, 2024.

**14. The Proposal on Accrual and Allocation Scheme of Performance Incentive Fund in 2023 was reviewed and adopted.**

According to the Administration Measures for the Performance Incentive Fund, the accrual condition of the Performance Incentive Fund in 2023 is satisfied, the Company plans to accrue CNY22,903,379

incentive funds and distribute to eligible reward objects.

The proposal was adopted with the voting results of 9 in favor, 0 against, 0 abstention and 0 withdrawal.

Details of the Announcement of Accrual and Allocation Scheme of Performance Incentive Fund in 2023 can be found in Securities Times, China Securities Journal, Securities Daily and [cninfo.com.cn](http://cninfo.com.cn) dated March 30, 2024.

**15. 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 15,000 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 9 in favor, 0 against, 0 abstention and 0 withdrawal.

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](http://cninfo.com.cn) dated March 30, 2024.

This Proposal shall be submitted to the Annual General Meeting of Shareholders for 2023 Fiscal Year for review.

**16. The Proposal on Revising the Articles of Association was reviewed and adopted.**

The CSRC issued the Administration Measures for Independent Directors of Listed Companies in August 2023 and revised and issued the Guideline for Articles of Association of Listed Companies in December 2023. In order to better improve the internal governance of the Company, the Company intends to amend some articles in the Articles of Association of the Company.

The proposal was adopted with the voting results of 9 in favor, 0 against, 0 abstention and 0 withdrawal.

Details of the amendments and Articles of Association (Revised Version) can be found in [cninfo.com.cn](http://cninfo.com.cn) dated March 30, 2024.

This Proposal shall be submitted to the Annual General Meeting of Shareholders for 2023 Fiscal Year for review.

**17. The Proposal on Revising Rules and Procedures for the Board of Directors was reviewed and adopted.**

To ensure that directors and the Board of Directors of the Company can effectively perform their duties, and ensure the Board of Directors to function standardly and efficiently, and to make decisions in

relative rational and scientific way, the Company plans to revise relevant Articles in the Rules and Procedures for the Board of Directors in accordance with the Administration Measures for Independent Directors of Listed Companies issued by CSRC in August 2023.

The proposal was adopted with the voting results of 9 in favor, 0 against, 0 abstention and 0 withdrawal.

Details of the amendments and Rules and Procedures for the Board of Directors (Revised Version) can be found in cninfo.com.cn dated March 30, 2024.

This Proposal shall be submitted to the Annual General Meeting of Shareholders for 2023 Fiscal Year for review.

**18. The Proposal on Revising Working System for Independent Directors was reviewed and adopted.**

The Company plans to revise the Working System for Independent Directors according to the Administration Measures for Independent Directors of Listed Companies issued by CSRC in August 2023.

The proposal was adopted with the voting results of 9 in favor, 0 against, 0 abstention and 0 withdrawal.

Details of the Working System for Independent Directors (Revised Version) can be found in cninfo.com.cn dated March 30, 2024.

This Proposal shall be submitted to the Annual General Meeting of Shareholders for 2023 Fiscal Year for review.

**19. The Proposal on Issuing New Working Rules for the Audit Committee of the Board of Directors was reviewed and adopted.**

In order to better improve the internal governance and actual operation of the Company, and to make sure the Audit Committee of the Board of Directors can perform duties effectively, and ensure the Audit Committee can function standardly and efficiently, and make decisions in relative rational and scientific way, the Company plans to issue new Working Rules for the Audit Committee of the Board of Directors in accordance with the Administration Measures for Independent Directors of Listed Companies issued by CSRC in August 2023.

The proposal was adopted with the voting results of 9 in favor, 0 against, 0 abstention and 0 withdrawal.

Details of the Working Rules for the Audit Committee of the Board of Directors can be found in cninfo.com.cn dated March 30, 2024.

**20. The Proposal on Issuing New Working Rules for the Compensation and Appraisal Committee of the Board of Directors was reviewed and adopted.**

In order to better improve the internal governance and actual operation of the Company, and to make sure the Compensation and Appraisal Committee of the Board of Directors can perform duties effectively, and ensure the Compensation and Appraisal Committee can function standardly and efficiently, and make decisions in relative rational and scientific way, the Company plans to issue new Working Rules for the Compensation and Appraisal Committee of the Board of Directors in accordance with the Administration Measures for Independent Directors of Listed Companies issued by CSRC in August 2023.

The proposal was adopted with the voting results of 9 in favor, 0 against, 0 abstention and 0 withdrawal.

Details of the Working Rules for the Compensation and Appraisal Committee of the Board of Directors can be found in cninfo.com.cn dated March 30, 2024.

**21. The Proposal on Convening Annual General Meeting of Shareholders for 2023 Fiscal Year was reviewed and adopted.**

The Annual General Meeting of Shareholders for 2023 Fiscal Year is expected to be held on April 25, 2024.

The proposal was adopted with the voting results of 9 in favor, 0 against, 0 abstention and 0 withdrawal.

Details of the Notice on Convening the Annual General Meeting of Shareholders for 2023 Fiscal Year can be found in Securities Times, China Securities Journal, Securities Daily and cninfo.com.cn dated March 30, 2024.

Board of Directors of Zhejiang Supor Co., Ltd.

March 30, 2024