

Stock code: 002032

Short form: Supor

Announcement No.:2024-012

## **Announcement of Resolutions of the 7<sup>th</sup> Session of the Eighth 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 7<sup>th</sup> Session of the Eighth 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, 2024. The notice of the meeting has been sent via email on March 19, 2024. 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 2023 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 2023 is published 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.

**2. The Proposal on Annual Report 2023 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 2023 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 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 shall be submitted to the Annual General Meeting of Shareholders for 2023 Fiscal Year for review.

**3. 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 3 in favor, 0 against, 0 abstention and 0 withdrawal.

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

**4. 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 3 in favor, 0 against, 0 abstention and 0 withdrawal.

After verification, the Board of Supervisors concludes that the Profit Distribution Plan 2023 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.

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.

**5. The Proposal on Self-Evaluation Report on Internal Control System 2023 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 2023 can be found on [cninfo.com.cn](http://cninfo.com.cn) dated March 30, 2024.

**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 30, 2024.

This Proposal shall be submitted to the Annual General Meeting of Shareholders for 2023 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 2024.

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 30, 2024.

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

**8. 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 3 in favor, 0 against, 0 abstention and 0 withdrawal.

The Board of Supervisors has verified the scheme and concluded that: the Scheme is reasonable and the approval procedures is in accordance with the Administration Measures for the Performance Incentive Fund, the Articles of Association of the Company, and other related laws, regulations and regulatory documents, and it will not harm the interests of the Company and all shareholders, especially the interests of minority shareholders.

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 dated March 30, 2024.

**9. 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 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 30, 2024.

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

Board of Supervisors of Zhejiang Supor Co., Ltd.

March 30, 2024