Ad hoc announcement pursuant to Art. 53 LR

Ningbo Shanshan Co., Ltd.

Announcement on the Resolution of the Thirty-fourth Meeting of the Tenth Session of the Board of Directors

I. The Meeting of the Board of Directors

(I) The convening of the Thirty-fourth Meeting of the Tenth Session of the Board of Directors (the "Board") of Ningbo Shanshan Co., Ltd. (the "Company" or "Shanshan") was in compliance with the Company Law of the People's Republic of China, the Articles of Association of Ningbo Shanshan Co., Ltd. (the "Articles of Association") and the relevant laws and regulations.

(II) Notice of this meeting of the Board was given in writing on 12 October 2022.

(III) This meeting of the Board was hold on 17 October 2022 by way of communication voting.

(IV) This meeting of the Board was chaired by the chairman of the Company. There were 11 directors should attend the meeting of the Board, among which, 11 directors actually attended the meeting, and there were no absent directors.

II. Particulars of the Meeting of the Board

The following proposals were considered and approved at the meeting:

(I) Proposal on the Fulfilment of the Conditions for the Private Placement of Shares by the Company

(11 voted in favor, 0 voted against, 0 abstained, 0 avoided)

In accordance with the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Administrative Measures for the Issuance of Securities by Listed Companies ( ), Detailed Rules for the Implementation of Private Placement of Shares by Listed Companies ( ), the Supervision Q&A on Issuance — Regulatory Requirements relating to Guidance on Standardizing

Financing Activities of Listed Companies (——

) and other relevant laws, regulations and normative documents, the Board conducted a self-examination of the actual situation of the Company item by item and concluded that the Company is in compliance with the provisions of the existing laws and regulations on the private placement of shares and has the conditions for the private placement of shares, and agreed to the application of the Company for the private placement of shares.

Independent directors have expressed independent consent.

This proposal is subject to the general meeting for consideration.

(II) Proposal on the Scheme for Private Placement of Shares of the Company

1. Type and nominal value of shares of the private placement

(11 voted in favor, 0 voted against, 0 abstained, 0 avoided)

The shares to be issued in the private placement are domestic listed RMB ordinary shares (A shares) with a nominal value of RMB1.00 each.

2. Issuance method and issuance time

(11 voted in favor, 0 voted against, 0 abstained, 0 avoided)

The issuance of all of the shares will be carried out by way of private placement to specific target subscribers, and the Company will choose an appropriate opportunity to issue shares to specific target subscribers within the validity period after this issuance is approved by the CSRC.

3. Target subscribers and subscription method

(11 voted in favor, 0 voted against, 0 abstained, 0 avoided)

Target subscribers of the Private Placement are no more than 35 (including 35) specific investors, including the qualified securities investment fund management companies, securities companies, trust companies, finance companies, asset management companies, insurance institutional investors, and qualified foreign institutional investors who meet the conditions specified by the CSRC and other legal persons, natural persons or institutional investors who meet the conditions specified in the relevant laws and regulations. Where a securities investment fund management

company, a securities company, a qualified foreign institutional investor or a Renminbi qualified foreign institutional investor subscribes for the shares in the name of two or more products under its management, it shall be treated as one target subscriber. Where the target subscriber is a trust company, it must subscribe with its own capital.

All the target subscribers shall subscribe for the shares to be issued during the Private Placement in cash. The final target subscribers will be determined by the Board of Directors of the Company within the authority granted by the general meeting in consultation with the Sponsor (lead underwriter) for the Private Placement based on the inquiry result and in accordance with the relevant laws, administrative regulations and normative documents after the Company obtains the approval of the CSRC.

4. Issuance price and pricing principle

(11 voted in favor, 0 voted against, 0 abstained, 0 avoided)

The price benchmarking date of the private placement shall be the first day of the offering period of the private placement. The offering price shall not be lower than 80% of the average trading price of the Shares of the Company for the 20 trading days prior to the price benchmarking date (average trading price of the Shares for the 20 trading days prior to the Price Benchmarking Date = Total trading amount of the Shares of the Company in the 20 trading days prior to the price benchmarking date/total trading volume of the Shares of the Company in the 20 trading days prior to the Price Benchmarking Date).

The floor offering price of the private placement shall be adjusted accordingly in cases of ex-rights and ex-dividends matters such as distribution, bonus issuance, repurchase and conversion of capital reserve into share capital during the period from the price benchmarking date of the private placement to the offering date.

On the basis of the above floor offering price, the final offering price will be determined by the Board of Directors of the Company within the authority granted by the general meeting in consultation with the Sponsor (lead underwriter) for the private

accordance with the price priority principle and the relevant laws, regulations and normative documents after the Company obtains the approval of the CSRC.

5. Number of shares to be issued

(11 voted in favor, 0 voted against, 0 abstained, 0 avoided)

The number of shares offered through private placement is calculated by dividing the total amount of funds raised through the private placement by the offering price. In addition, according to the Q&A on Issuance Supervision - Supervision Requirements on Directing and Regulating the Financing Acts of Listed Companies (Revision) released by the CSRC, the number of shares offered through private placement shall not exceed 30% of the total share capital of the Company prior to the private placement, that is, no more than 671,539,661 shares (including 671,539,661 shares, subject to the number approved by the CSRC).

The upper limit of the number of shares to be issued in the private placement shall be adjusted accordingly in cases of capital change matters such as bonus issuance, repurchase and conversion of capital reserve into share capital during the period from the date of announcement of the board resolution in connection with the private placement to the offering date. Within the above range, the final offering quantity shall be determined by the board of directors under the authority of the general meeting and in consultation with the sponsor (lead underwriter) of the private placement according to the actual situation of the issuance.

6. Lock-up period

(11 voted in favor, 0 voted against, 0 abstained, 0 avoided)

The shares issued through the private placement shall not be transferred within six months from the ending date of the private placement. The target subscribers who reduce their shareholding by transferring the shares they subscribe in the private placement upon expiration of the lock-

7. Disposal of Accumulated Undistributed Profits befo6x7 317.88 6-2(e)h4(f)

Total	972,710.64	600,000.00	-

If the actual amount of proceeds from the Private Placement after deducting the issuance expenses is less than the proposed amount of proceeds to be applied in the above projects, the Company will adjust the order of priority and specific investment amounts of each project based on the actual amount of net proceeds and the priority of each project, and any shortfall in the proceeds will be made up by utilizing the self-raised capital of the Company..

Prior to the receipt of the proceeds from the Private Placement, the Company may contribute self-raised capital in accordance with the actual progress of the projects, which will be replaced with the proceeds upon its delivery.

Independent directors have expressed independent consent.

This proposal is subject to the general meeting for consideration.

(III) Proposal on the Plan for 2022 Private Placement of Shares by Ningbo Shanshan Co., Ltd.;

(For details, plehanshau5 Td li

from Private Placement of Shares by Ningbo Shanshan Co., Ltd. in 2022;

(For details, please refer to the announcement disclosed on the Company website)

(11 voted in favor, 0 voted against, 0 abstained, 0 avoided)

The directors present at the meeting are of the view that the plan for the use of the proceeds from the private placement of shares is in line with the relevant policies, laws and regulations, as well as the overall strategic development plan of the Company in the future, which is conducive to meeting the capital requirements for the business development of the Company, improving the financial position of the Company, enhancing the core competitiveness of the Company, and promoting the sustainable development of the Company, which is in line with the interests of the Company and all shareholders.

Independent directors have expressed independent consent.

This proposal is subject to the general meeting for consideration.

(V) Proposal on the Dilution of Immediate Return Resulting from the Private Placement of Shares by the Company and the Remedial Measures and Undertakings by Relevant Entities;

(For details, please refer to the announcement disclosed on the Company website)

(11 voted in favor, 0 voted against, 0 abstained, 0 avoided)

In order to protect the interests of medium and small investors, the Company has carefully analyzed the impact of the private placement on the dilution of immediate return, formulated solutions for the dilution of immediate return resulting from the private placement of shares and the remedial measures, and issued undertakings by the relevant entities on the effective implementation of the measures to fill the return in accordance with the relevant requirements of the Several Opinions of the State

of Rights and Interests of Medium and Small Investors in Capital Market (

) and Instructions on Issues Related to Immediate Return Dilution Arising from IPO, Refinancing and Major Asset Restructuring (

) of CSRC.

Independent directors have expressed independent consent.

This proposal is subject to the general meeting for consideration.

(VI) Proposal on the Report on the Use of Proceeds from Previous Offering;

(For details, please refer to the announcement disclosed on the Company website

(11 voted in favor, 0 voted against, 0 abstained, 0 avoided)

The Company has prepared the Report on the Use of Proceeds from Previous Offering (

) in accordance with the Regulations on the Report on the Use of Proceeds from Previous Offering (

) and other relevant regulations.

Independent directors have expressed independent consent.

This proposal is subject to the general meeting for consideration.

(VII) Proposal on Return Plan for Shareholders for the Coming Three Years (2022 to 2024);

(For details, please refer to the announcement disclosed on the Company website

(11 voted in favor, 0 voted against, 0 abstained, 0 avoided)

The Company prepared the Return Plan for Shareholders for the Next Three Years (2022-2024) of Ningbo Shanshan Co., Ltd. (

2022-2024) on the basis of full consideration of the actual situation and future development needs of the Company, and in accordance with the Notice of the China Securities Regulatory Commission on Further Implementation of Matters Relating to Cash Dividends for Listed Companies (

) and the relevant provisions of the No. 3 Guidelines

for Supervision of Listed Companies -- Cash Dividends for Listed Companies (

3 ——).

Independent directors have expressed independent consent.

This proposal is subject to the general meeting for consideration.

(VIII) Proposal on the General Meeting Authorizing the Board to Fully Handle the Affairs Related to the Private Placement of Shares;

(11 voted in favor, 0 voted against, 0 abstained, 0 avoided)

In order to ensure the successful completion of the Company's private placement of shares, in accordance with the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Administrative Measures for the Issuance of Securities by Listed Companies (

changes in the securities market, implementation, market conditions and ex-rights and ex-dividend matters, except for those matters that are required to be re-voted by the general meeting as stipulated in the relevant laws and regulations and the Articles of Association of the Company;

3. to revise the scheme to comply with the relevant laws, regulations, regulatory documents or the requirements of the relevant regulatory authorities (except for matters subject to re-voting by the general meeting as stipulated in the relevant laws and regulations and the Articles of Association), and make corresponding adjustments to the specific issuance scheme in accordance with the specific requirements of the regulatory authorities.

4. to determine and engage the intermediaries involved in the private placement, to sign all agreements and documents related to the issuance and the equity subscription, including but not limited to the underwriting agreement, the sponsorship agreement, the engagement agreement of other intermediaries and other related agreements, and to handle other matters related thereto;

5. to determine the special account for the proceeds, sign the tripartite supervision agreement for the storage of the proceeds and other matters related to the use of the proceeds and handle the capital verification procedures related to the issuance.

6. to sign major contracts in the operation course of the investment projects funded by the proceeds raised from the private placement of shares;

7. to handle the reporting and listing of the private placement of shares, including making, amending, supplementing, signing, submitting, filing and executing all agreements and application documents relating to the reporting and listing of the issuance and handling the related reporting and listing matters;

8. to handle the subscription, registration, lock-up and listing of shares in the Shanghai Stock Exchange and the Shanghai Branch of China Securities Depository and Clearing Corporation Limited after the completion of the issuance of shares;

9. after the completion of the issuance, to increase the registered capital of the

27,287,550 to 25,507,820.

Mr. Zhuang Wei, Mr. Li Zhihua, Mr. Yang Feng, Ms. Li Fengfeng and Mr. Peng Wenjie, the interested directors, abstained from voting and the other uninterested directors unanimously voted in favor.

Independent directors have expressed independent consent.

(X) Proposal on the Fulfilment of the Exercise Conditions for the Third Exercise Period of the First Grant of

There is no occurrence of any of the following circumstances in respect of a Participant:

1. he or she has been determined by stock exchange as an ineligible person in the last 12 months;
2. he or she has been determined by the CSRC or its delegated agencies as an ineligible person in the last 12 months.
3. he or she has been imposed by the CSRC or any of its delegated agencies with administrative penalties or measures prohibiting access into the market in the last 12 months due to material violation of laws and regulations;
4. he or she is prohibited from acting as a director or a member of the senior management of a company as required by the Company Law;
5. he or she is prohibited from participating in share incentives of listed companies as required by laws and regulations;
6.

	operating revenue consolidated as a result of such matters and adding back the operating revenue reduced as a result of such matters.	accounting scope.

Participants' individual performance assessment targets:

The actual individual exercisable amount for the year = exercisable percentage × the scheduled thrgTlrgTliedt

8. The list of Participants and the proposed exercise are as follows:

Name	Title	Number of exercisable options	Proportion in the total amount of the first grant of the incentive plan (%)	Proportion in the total share capital when granted (%)
Zhuang Wei	Vice chairman	2,465,000	2.86	0.15
Li Zhihua	Director and general manager	2,465,000	2.86	0.15
Yang Feng	Director	1,479,000	1.72	0.09
Li Fengfeng	Director	1,479,000	1.72	0.09
Peng Wenjie	Director	1,577,600	1.83	0.10
Chen Ying	Board secretary	1,133,900	1.32	0.07
Middle management personnel, key management personnel and core technology (business) personnel of subsidiaries (104 persons)		14,908,320	17.31	0.92
Total		25,507,820	29.62	1.57

Note: The total amount of the first grant shall be the adjusted total amount of the first grant due to equity distribution, which was 86,130,000 options; the total share capital at the grant time shall be the adjusted total share capital of the Company due to equity distribution, which was 1,628,009,229 shares.

The interested directors, Mr. Zhuang Wei, Mr. Li Zhihua, Mr. Yang Feng, Ms. Li Fengfeng and Mr. Peng Wenjie, abstained from voting, while other uninterested directors unanimously agreed.

Independent directors have expressed independent consent.

(XI) Proposal on the Notice of Convening the 2022 Fourth Extraordinary General Meeting of Ningbo Shanshan Co., Ltd.

(11 voted in favor, 0 voted against, 0 abstained, 0 avoided)

The Board of the Company intends to hold the Fourth Extraordinary General Meeting for 2022 on 7 November 2022. For details, please refer to the Notice of Convening the 2022 Fourth Extraordinary General Meeting of Ningbo Shanshan Co., Ltd. disclosed by the Company on the same day.

This announcement is hereby made.

Board of Directors of Ningbo Shanshan Co., Ltd.

17 October 2022