Ningbo Shanshan Co., Ltd.
Rules for Independent Directors

(Revised in 2023)

Chapter 1 General Provisions

Article 1 To further improve the corporate governance structure of Ningbo Shanshan Co., Ltd. (the "Company"), strengthen the constraints and supervision mechanism on the Board of Directors and management, more effectively safeguard the rights and interests of minority shareholders, and promote the standardized operation of the Company and duty performance by independent Directors with due diligence, the Rules are hereby formulated in accordance with the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Measures for the Administration of Independent Directors of Listed Companies, the Code of Corporate Governance for Listed Companies, and other relevant provisions.

Article 2 An independent Director is a Director who does not hold any position in the Company other than as a Director, and who does not have any direct or indirect interest in the Company, its major shareholders, or its de facto controllers, or any other relationship that may affect his/her ability to make independent and objective judgments.

Independent Directors shall perform their duties independently and shall not be influenced by the Company, its major shareholders, de facto controllers and other entities or individuals.

Article 3 The independent Directors of the Company shall not account for less than one-third of the members of the Board and shall include at least one accounting professional. Inde5(i*J)T0364(n)4(n)-42Cnthe Company, of which a majority shall be independent Directo

professionals among the independent Directors serving as conveners.

The Board of the Company may have a Remuneration and Evaluation Committee, a Nomination Committee, a Strategy Committee and other special committees. Independent Directors in the Nomination Committee and the Remuneration and Evaluation Committee shall account for a majority and serve as the convener.

Article 4 The independent Directors shall have the obligation of loyalty and diligence to the Company and all shareholders, and shall conscientiously perform their duties in accordance with the applicable laws, administrative regulations, the provisions of the China Securities Regulatory Commission (the "CSRC"), the business rules of the stock exchange and the Articles of Association of the Company, play the roles of participating in the decision-making, supervising, checking and balancing, and professional consulting in the Board, safeguard the interests of the Company as a whole, and protect the lawful rights and interests of minority shareholders.

Chapter 2 Qualifications for Appointment and Removal

Article 5 The person serving as an independent Director shall meet the following requirements:

(I) be qualified as a Director of the listed companies in accordance with laws, administrative regulations and other relevant provisions;

(II) meet the independence requirement set out in Article 6 of the Rules;

(III) have the basic knowledge of the operation of listed companies and be familiar with the relevant laws, regulations and rules;

(IV) have more than five years of working experience in law, accounting or economics necessary for performing the duties of an independent Director;

(V) have good personal integrity and no major breach of trust or other adverse records;

(VI) other conditions stipulated by laws, administrative regulations, rules of the CSRC, business rules of the stock exchange and the Articles of Association of the Company.

Article 6 Independent Directors shall maintain independence. The following persons shall not serve as the independent Directors:

(I) persons serving in the Company or its subsidiaries and their spouses, parents, children and key social relationship;

(II) any individual shareholder who directly or indirectly holds more than 1% of the issued shares of the Company or is one of the top ten shareholders of the Company, and his/her spouses, parents and children;

(III) any person who works for shareholders who directly or indirectly hold more than 5% of the issued shares of the Company or works for the top five shareholders of the Company, and his/her spouses, parents and children;

(IV) any person who works for subsidiaries of controlling shareholders and de facto controllers of the Company, and his/her spouses, parents and children;

(V) any person who have significant business dealings with the Company, its controlling shareholders, de facto controllers or their respective subsidiaries, or who works for entities with which they have significant business dealings and their controlling shareholders or de facto controllers;

(VI) any person providing financial, legal, consulting and sponsorship services to the Company, its controlling shareholders, de facto controllers or their respective subsidiaries, including, but not limited to, all members of the project team of the intermediary institution providing the services, reviewers at all levels, persons signing the report, partners, Directors, senior management and principals;

(VII) any person who was any of the persons specified in the above items (I) to (VI) in the past 12 months;

(VIII) other persons who do not possess independence as stipulated by laws, administrative regulations, rules of the CSRC, business rules of the stock exchange and the Articles of Association of the Company.

The subsidiaries of the controlling shareholders and de facto controllers of the Company mentioned in items (IV) to (VI) of the preceding paragraph do not include the enterprises which are controlled by the same state-owned assets management institution together with the Company and are not affiliated with the Company

according to the relevant regulations.

Independent Directors shall conduct an annual self-examination of their independence and submit the self-examination results to the Board. The Board shall evaluate and issue a special opinion on the independence of the incumbent independent

resulting in the failure of the ratio of independent Directors in the Board of Directors or its special committees to comply with the Measures for the Administration of

rights and interests of minority shareholders;

(III) providing professional and objective advice on the operation and development of the Company and promoting the improvement of the decision-making level of the Board;

(IV) other duties stipulated by laws, administrative regulations, rules of the CSRC and the Articles of Association

Article 18 Independent Directors shall attend the Board meetings in person. If an independent Director is unable to attend such meetings in person for any reason, he or she shall review the meeting materials in advance, form specific opinions, and authorize in writing another independent Director to attend such meetings on his or her behalf.

Where an independent Director fails to attend two consecutive Board meetings in person and fails to entrust another independent Director to attend such meetings on his or her behalf, the Board shall, within 30 days from the date of occurrence of such a fact, propose the convening of a general meeting to remove the independent Director from office.

Article 19 When an independent Director votes against or abstains from voting on a proposal of the Board, he or she shall explain the specific reasons and basis therefor, the legality and compliance of the matters involved in the proposal, potential risks, and the impact on the rights and interests of the Company and minority shareholders, among others. When the Company discloses the Board resolution, it shall disclose the dissenting opinions of independent directors at the same time and indicate such opinions in such resolution and the minutes of the meeting.

Article 20 An independent Director shall pay continuous attention to the implementation of the Board resolutions on the matters specified in Articles 23, 26, 27, and 28 of the Measures for the Administration of Independent Directors of Listed Companies, and if the independent Director finds any violation of law, administrative regulation, rules of the CSRC, business rules of the stock exchange, or the Articles of Association, or violation of the resolution adopted at a general meeting or a Board meeting, the independent Director shall report the violation to the Board in a timely manner and may require the Company to make a written explanation thereon. The Company shall promptly disclose any involved matter that shall be disclosed.

If the Company fails to make an explanation or a timely disclosure in accordance with the provisions of the preceding paragraph, the independent Director may report it to the CSRC and the stock exchange.

Article 21 The following matters shall be submitted to the Board for deliberation

with the consent of a majority of all independent Directors of the Company:

(I) connected transactions that shall be disclosed;

(II) the plans of the Company and the relevant parties for the modification or waiver of their undertakings;

(III) The decisions made and measures taken by the Board of the Company regarding the acquisition;

(IV) other matters stipulated by laws, administrative regulations, rules of the CSRC and the Articles of Association

Article 22 The Company shall, on a periodical or unscheduled basis, convene meetings attended solely by independent Directors (the "Special Meetings of Independent Directors"). The matters specified in items (I) to (III) of paragraph 1 of Article 16 of the Rules and Article 21 herein shall be deliberated at the Special Meetings of Independent Directors. The Special Meetings of Independent Directors may study and discuss other matters of the Company if necessary.

The Special Meetings of Independent Directors shall be convened and presided over by an independent Director jointly elected by a majority of the independent Directors. If the convener fails to or is unable to perform his or her duties, two or more independent Directors may, on their initiative, convene them and elect a representative to preside over them.

The Company shall facilitate and support the convening of the Special Meetings of Independent Directors.

Article 23

the scope of duties of a special committee, he or she may promptly request the special committee to conduct discussion

the independent Directors and minority shareholders, and independent Directors may verify the issues raised by the investors with the Company in a timely manner.

Article 27 Independent Directors shall submit to the annual general meeting of the Company the work report, in which he/she shall make an statement about the performance of his/her duties. The work report shall include:

(I) the number of Board meetings attended, the method of attending the Board meetings, the voting at the Board meetings for the year, and the number of general meetings attended;

(II) the information on the participation in the work of special committees of the Board and Special Meetings of Independent Directors;

(III) the consideration on the matters specified in Articles 23, 26, 27, and 28 of the Measures for the Administration of Independent Directors of Listed Companies, and the exercise of the special authorities set out in the paragraph 1 of the Article 16 of the Rules;

(IV) the information on major matters, methods and results as communicated with the internal audit department and the accounting firm providing audit services to the Company on the financial and business conditions of the Company;

(V) communications with minority shareholders;

(VI) the time and description of the on-site work at the Company;

(VII) other information in respect of the performance of duties.

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designate dedicated departments and Department such as the Board secretary and securities affairs department to assist them in performing duties.

The Board secretary shall ensure the unimpeded information channel between independent Directors and other directors, senior management and other relevant personnel, and ensure that independent Directors have access to adequate resources and necessary professional opinions when performing their duties.

Article 30 The Company shall ensure that independent Directors have the same right to know as other Directors. To ensure that the independent Directors can effectively exercise their authorities, the Company shall regularly report its operation to the independent Directors, provide them with relevant materials, and organize or support them in on-site investigations and other work.

Before the deliberation of any significant or complicated matter by the Board, the Company may organize the independent Directors to participate in the research and analysis on such matter, fully listen to the opinions of the independent Directors, and promptly advise them whether their opinions are accepted.

Article 31 The Company shall send the notices of the Board meetings to the independent Directors in a timely manner, provide relevant meeting materials to them within the notice period prescribed by laws, administrative regulations, rules of the CSRC or the Articles of Association and provide effective communication channels for the independent Directors. For a meeting of a special committee of the Board, the Company shall, in principle, provide relevant materials and information no later than three days before the date fixed for holding such special committee meeting. The Company shall maintain the aforesaid meeting materials for at least ten years.

If two or more independent Directors consider that the meeting materials are incomplete, insufficiently supported by evidence, or not provided in a timely manner, they may submit to the Board a written request to postpone the meeting or the deliberation on such matter, approval for which shall not be withheld by the Board.

The meetings of the Board and its special committees shall be held on site in principle. Such meetings may be held by video, telephone or other means in accordance with the relevant procedures when necessary, provided that all director attending the

meetings can fully communicate and express their opinions.

Article 32 Relevant personnel of the Company such as Directors and senior management shall actively support, but shall not refuse to support, hinder or conceal any matter for or interfere with the independent exercise by independent Directors of their authorities.

Where an independent Director is obstructed in his/her lawful exercise of authorities, he/she may explain the circumstance to the Board, require other directors, senior management, and other relevant personnel to cooperate, and record the specific circumstances of the obstruction and the resolution thereof in his/her work records. If the obstruction remains, he/she may report it to the CSRC and stock exchange.

Where there is any disclosable information involved in the performance of duties by an independent Director, the Company shall make disclosure in a timely manner, failing which the independent Director may directly apply for the disclosure or report it to the CSRC and stock exchange.

Article 33 Costs necessary for the independent Directors to engage a professional institution and exercise their authorities shall be borne by the Company.

Article 34 The Company may establish liability insurance system for independent Directors to reduce the risks that may arise from the normal performance of their duties.

Article 35 The Company shall grant independent Directors allowances commensurate with their responsibilities. The criteria for the allowance shall be