Ningbo Shanshan Co., Ltd.
Announcement on the Resolution of the Seventh Meeting of the Eleventh Session of Board of Supervisors

I. The Meeting of the Board of Supervisors

(I) The Seventh Meeting of the Eleventh Session of Board of Supervisors (BOS) of Ningbo Shanshan Co., Ltd. (the “Company” or “Shanshan”) was held in accordance 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 applicable laws and regulations.

(II) Notice of this meeting of the BOS was given in writing on 14 April 2024. This meeting of the BOS w

Building 5, No. 39 Yaoyuan Road (Buil

District, Shanghai, by way of both on-s

(IV) This meeting of the BOS v

were 3 Supervisors should attend the m

actually attended the meeting, and there

II. Results of the Meeting o

The meeting deliberated and appro

(I) Proposal on Full Text and Al

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(3 voted in favor, 0 voted against,

Pursuant to the relevant requireme

the People's Republic of China, Rules N

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report prepared by the Board of Directors, and presented the following written review opinions unanimously agreed by all supervisors attended the meeting:

1. The preparation and review procedures of the full text and summary of the 2023 annual report of the Company are in compliance with various requirements of the laws, regulations, the Articles of Association and the Company's internal management system;

2. The contents and format of the full text and summary of the 2023 annual report of the Company are in compliance with various re.001(l)-2(D v)531 ts,

Accountants LLP, the distributable profit of the parent company at the end of the year was RMB2,558,609,895.87 as of 31 December 2023. The Company plans to distribute profits for 2023 based on the number of shares registered on the registration date for equity distribution implementation (the total number of shares after deducting the number of shares in the Company's repurchase special account from the total share capital). The profit distribution plan for this time is as follows:

The Company plans to distribute a cash dividend of RMB2.00 (tax included) to all shareholders for every 10 shares. As of the date when the BOD deliberates on this Annual Profit Distribution Plan, there are 2,192,926,893 shares applicable for the profit distribution (The total share capital includes 2,258,223,223 shares and 65,296,330 shares in the Company's repurchase special account), and thus it is calculated that the total of cash dividend to be distributed is RMB438,585,378.60 (tax included). The expected proportion of net profit attributable to shareholders of the listed company for the year 2023 is 57.31%. There is no plan for conversion of capital reserves into share capital this year.

The shares repurchased by the Company in the special account will not participate in the profit distribution this time, and the specific number of shares will be disclosed in the Announcement on Implementation of Equity Distribution. From the date of disclosure of this plan to the date of implementation of equity distribution registration, if there is any change in the total share capital of the Company or the number of shares to be distributed due to any repurchase of shares, shares granted for equity incentives, or cancellation for share repurchase etc., the Company intends to maintain the distribution ratio per share unchanged and adjust the total distribution amount accordingly. The specific adjustment will be disclosed in the Announcement on Implementation of Equity Distribution.

The Board of Supervisors is of the view that: The proposed profit distribution plan for 2023 of the Company is in compliance with the relevant provisions of the Notice Regarding Further Implementation of Cash Dividends Distribution of Listed Companies by the CSRC, the Listed Companies Regulatory Guidance No. 3 - Cash Dividends Distribution of Listed Companies (Revision 2023), the Guidelines of the

Shanghai Stock Exchange for Self-regulation of Listed Companies No. 1 - Standard Operation (Revised in December, 2023), the Articles of Association of the Company and the Shareholders' Return Plan for the Next Three Years (2022-2024) of Ningbo Shanshan Co., Ltd., and was determined after due consideration by the Company of the current actual operation and profitability, the current development stage and the future development plan. As such, it is conducive to the long-term healthy and sustainable development of the Company and will not prejudice the interests of the Company and all shareholders, especially the minority shareholders.

This proposal still needs Du.0/-1(l)-ubm(s)-1 sfts5(f)-2(t)-2(h)5(e)-1(C)-12(omr)-1ny'(t)-2.1(-2(a

						guarantee contract is RMB 71.7909 million, which will expire no later than June 26, 2024.
		China Minsheng Bank Co., Ltd. Ningbo Branch	Joint Liability Guarantee	Loan	RMB0.2 billion	One year, will be expired on September 18, 2024
		Industrial and Commercial Bank of China Ningbo Branch	Joint Liability Guarantee	Loan	RMB0.15billion	Three years, will be expired on November 1, 2024
Total					RMB0.45 billion	

Explanation of related relationship:

In December 2023, the Company and Shanghai Xintonghui Photovoltaic Technology Co., Ltd. (the "Counterparty") signed an "Acquisition and Equity Transfer Contract" for the transfer of 90.035% equity of Ningbo Ulica SOLAR Co., Ltd. (the "Ulica") held by the Company, and completed the equity transfer delivery in January 2024. Considering that Mr. Li Keqin, the director and CFO of the Company, has served as a director of Ulica in the past 12 months, in accordance with Article 6.3.3 of the Rules Governing the Listing of Stocks on Shanghai Stock Exchange (É:#§Aæ h ÔC p6Ñ : 2?ôl ˚) , Ulica is a connected legal person of the Company, and the guarantee constitutes a connected transaction.

When the Board of Directors of the Company reviewed this guarantee matter, Mr. Li Keqin, a related director, avoided from voting, and the other 10 non-related directors unanimously agreed.

The above-mentioned related guarantee has been approved by a special meeting of independent directors of the Company with 4 voted in favor, 0 voted against, 0

abstained, and 0 avoided.

The Board of Supervisors is of the view that: The related guarantee provided by the Company to Ulica this time mainly refers to the existing guarantee contract signed by the Company for Ulica's loan before the transfer of 90.035% equity of Ulica, and does not involve any new guarantees. During a certain transitional period after the equity conversion, the Company will continue to provide guarantees for Ulica, aiming to meet its financing needs for daily business activities and ensure the smooth development of its production and operation activities. During the existence of the related guarantee, Ulica, the counterparties and their actual controllers as well as spouses have all provided full counter guarantee and signed a counter guarantee agreement. Before the relevant guarantee is released, the Company has the right to jointly manage Ulica in the manner stipulated in the equity Transfer Contract, such as appointing a fund director.

We believe that the related guarantee risks mentioned above are controllable and will not harm the interests of the Company and all shareholders. We agree to this related guarantee.

The proposal still needs to be submitted to the shareholders' general meeting for deliberation.

voted against, 0 abstained, and 0 avoided.

The Board of Supervisors is of the view that: The deposit business handled by the Company in Chouzhou Bank is a normal fund storage business carried out in banking and financial institutions. The deposit interest rate is determined according to commercial principles and is based on the conditions of similar transactions with non-related parties. The pricing is fair and there is no situation that harms the interests of the Company or shareholders. We agree to the estimated amount of daily connected party transactions mentioned above.

(VII) 2023 Internal Control Evaluation Report of Ningbo Shanshan Co., Ltd.

(Please refer to the website of the Shanghai Stock Exchange for details)

(3 voted in favor, 0 voted against, 0 abstained)

The proposal still needs to be submitted to the shareholders' general meeting for deliberation.

(XXII) Special Statement by the Board of Directors on the Unqualified Audit Report with Emphasized Matter and the Unqualified Internal Control Audit Report with Emphasized Matter for the Year 2023

(Please refer to the website of the Shanghai Stock Exchange for details)

(3 voted in favor, 0 voted against, 0 abstained)

BDO China Shu Lun Pan Certified Public Accountants LLP has conducted an audit of the Company's financial report and internal control for the year 2023, and has issued an audit report with an unqualified opinion on the emphasized matter section and an internal control audit report with an unqualified opinion on the emphasized matter section. According to the requirements of the China Securities Regulatory Commission's No. 14 Rule of Compilation Rules for Information Disclosure of Publicly Issued Securities Companies - Handling of Non-standard Audit Opinions and Related Matters and the No. 1 Guideline for Self-regulatory Guidelines for Listed Companies of the Shanghai Stock Exchange - Standardized Operation (Revised in December 2023), the Board of Directors of the Company hereby issued a special explanation. After carefully reviewing the relevant documents, the Company's BOS has issued relevant opinions.

(IX) 2023 Environmental, Social and Governance (ESG) Report of Ningbo Shanshan Co., Ltd.

(Please refer to the website of the Shanghai Stock Exchange for details)

(3 voted in favor, 0 voted against, 0 abstained)

The proposal still needs to be submitted to the shareholders' general meeting for deliberation.

(X) Proposal on the Company's 2022 Share Options and Restricted Share Incentive Plan of Cancellation of Certain Share Options and Repurchase and Cancellation of Certain Restricted Shares

(Please refer to the website of the Shanghai Stock Exchange for details)

(3 voted in favor, 0 voted against, 0 abstained)

In accordance with the Administrative Measures for Equity Incentive of Listed Companies and the Share Options and Restricted Share Incentive Plan of Ningbo Shanshan Co., Ltd. for the Year 2022 (Revised Draft) and the authorization of the First Extraordinary General Meeting of shareholders in 2022, the BOD of the Company agreed to cancel or repurchase and cancel the total 10,491,670 share options and 4,381,555 restricted shares corresponding to the failure to achieve the performance assessment indicators in the second exercise/release of restricted sales period and the fact that the incentive targets no longer qualify as the incentive targets due to resignation or retirement. The specific details are as follows:

(1) Failure to achieve performance assessment indicators in the second exercise/release of restricted sales period

According to relevant data in 2023 audit report of the Company issued by BDO China Shu Lun Pan Certified Public Accountants LLP, the Company's performance assessment indicators for the second exercise/release of restricted sales period did not meet the exercise/release of restricted sales conditions, mainly due to the impact of industry changes, product prices have declined year-on-year, resulting in lower-than-expected revenue growth for the Company. Therefore, the Company proposes to cancel all share options/restricted shares in the second exercise/release of restricted sales period of all incentive targets that have been granted but have not yet been exercised/released of restricted sales. The repurchase price of restricted shares will be the sum of the price of RMB 13.46/share and the bank deposit interest in the same period.

(2) The incentive targets' resignation or retirement

1) Among the incentive targets of the share options granted according to the Incentive Plan, 17 persons have resigned, 1 person has retired, and they no longer qualify as incentive targets. It is planned to cancel all share options granted but not yet exercised;

2) Among the incentive targets of the restricted shares granted according to the Incentive Plan, 16 persons have resigned, 1 person has retired, and they no longer qualify as incentive targets. It is planned to repurchase and cancel all restricted shares granted but not yet released of restricted sales; The repurchase price of restricted shares for the resigned persons is RMB 13.46/share, and that of the retired persons will be the sum of price of RMB 13.46/share and the bank deposit interest in the same period.

If the company has completed the 2023 annual equity distribution plan before the actual repurchase, the repurchase price per share of restricted shares will be correspondingly reduced by the amount of cash dividends per share already implemented.

In summary, the total number of share options to be cancelled this time is 10,491,670, among which the numbers of share options to be cancelled in the no.2, no.3 and no.4 exercise periods are 10,038,070, 226,800 and 226,800 respectively. After the cancellation this time, the incentive targets of the share options in the Company's Incentive Plan will be adjusted from 380 to 362, and the number of the share options granted but not yet exercised will be adjusted from 30,114,210 to 19,622,540 correspondingly.

The total number of the restricted shares to be repurchased and cancelled this time is 4,381,555, among which the numbers of the restricted shares to be repurchased and cancelled in the no.2, no.3 and no.4 releasing of restricted sales periods are 4,194,655, 93,450 and 93,450 respectively. After the repurchase and cancellation this time, the incentive persons of the restricted shares in the Company's Incentive Plan will be adjusted from 374 to 357, and the number of the restricted shares granted but not yet released of restricted sales will be adjusted from 12,583,965 to 8,202,410 correspondingly. The Company plans to pay a total of RMB58,975,730.30 for the repurchase of the restricted shares (plus the bank deposit interest payable for the same period as required), and the source of funds is the Company's own funds.

Ms. Li Fengfeng and Mr. Zhu Zhiyong, the related directors, avoided from voting, and the other non-related directors unanimously agreed.

The repurchase and cancellation has been reviewed and approved by all members of the Remuneration and Appraisal Committee of the Board of Directors, and has been approved for submission to the Board of Directors for review.

Beijing Tianyuan Law Firm has issued a legal opinion on this matter.

The Board of Supervisors is of the view that: During the review of the cancellation of certain share options and repurchase and cancellation of certain restricted shares by the Company's Board of Directors, the related directors had avoided from voting, and the Remuneration and Appraisal Committee of the Board of Directors had also issued a written consent opinion. According to the authorization of the first extraordinary general meeting of shareholders of the Company in 2022, the approval process and content of the cancellation of certain share options and repurchase and cancellation of certain restricted shares comply with the relevant provisions of the "Management Measures for Equity Incentives of Listed Companies" and the "2022 Share Options and Restricted Shares Incentive Plan of Ningbo Shanshan Co., Ltd. (Revised Draft)", and there is no situation that harms the interests of the Company and shareholders. We agree to the cancellation of certain share options and repurchase and cancellation of certain restricted shares.

(XI) Proposal on the 2024 First Quarterly Report of Ningbo Shanshan Co., Ltd. (Unaudited).

(Please refer to the website of the Shanghai Stock Exchange for details)

(3 voted in favor, 0 voted against, 0 abstained)

The Company's BOS has carefully reviewed the 2024 First Quarterly Report prepared by the Board of Directors in accordance with relevant regulations and issued a written confirmation opinion as follows:

1. The preparation and review procedures of the 2024 First Quarterly Report of the Company are in compliance with various requirements of the laws, regulations, the Articles of Association and the Company's internal management system;

2. The contents and format of the 2024 First Quarterly Report of the Company are in compliance with various requirements of the CSRC and the Shanghai Stock Exchange, and the information contained therein can truly reflect the operation and management and financial position of the Company for the period in all aspects;

3. No violation of confidentiality provisions by the personnel involved in the preparation and review of the Company's 2024 First Quarterly Report was found prior to the submission of this opinion;

4. We assure that the information disclosed in the 2024 First Quarterly Report of the Company is authentic, accurate and complete, and undertake that there are no false records, misleading statements or material omissions therein.

It is hereby announced.

The Board of Supervisors of Ningbo Shanshan Co., Ltd.

25 April 2024