

Gotion High-Tech Co., Ltd.

Announcement on the Share Repurchase Program

The Company and all members of the Board of Directors warrant that the information disclosed is true, accurate and complete and that there are no false presentations, misleading statements or material omissions.

Important Notice:

1. The Gotion High-Tech Co., Ltd. (hereinafter referred to as the “Company”) intends to use its own funds to repurchase the issued A-shares of the Company (hereinafter referred to as the “Repurchase”) by means of centralized bidding transactions or other methods permitted by laws and regulations. Under comprehensive consideration of the Company’s financial condition, operation and future profitability, the total amount of funds to be used for this repurchase shall not be less than RMB 300 million (inclusive) and not more than RMB 600 million (inclusive), the price of the shares to be repurchased shall not be more than RMB 34.00 per share (inclusive), and the period of the implementation of the repurchase shall be within 12 months from the date when the Board of Directors of the Company considers and approves this repurchase program; under the condition that the price of the repurchased shares shall not exceed RMB 34.00 per share, the numbers of repurchased shares shall range from approximately 8.82 million shares to 17.65 million shares, accounting for approximately 0.4944% to 0.9888% of the Company’s total share capital of 1,784,702,201 shares as at November 30, 2023 (hereinafter referred to as the “Current Total Share Capital”), and the specific number of repurchased shares shall be based on the actual number of shares repurchased at the expiry of the repurchase period.

2. The Company’s directors, supervisors, senior management, shareholders holding more than 5% of the shares and their parties acting in concert have no clear plans to increase or decrease their shareholdings during the period of repurchase, and if there is any plan to increase or decrease shareholdings in the future, the Company will

fulfill its disclosure obligations in a timely manner in accordance with the relevant provisions;

3. The implementation of this repurchase program includes, but is not limited to, the existence of the following risks: the risk that the price of the Company's shares will continue to exceed the upper limit of the repurchase price disclosed in the repurchase program during the repurchase period, resulting in the repurchase program not being able to be implemented or only being partially implemented, etc.; the risk that the repurchase program will not be implemented according to plan as a result of such circumstances that the Company may be affected by external objective circumstances during the implementation of the share repurchase, temporary operational needs and other factors, resulting in the funds required for the share repurchase not being available in a timely manner; the risk that the repurchase program will not be implemented due to the occurrence of major events that will have a significant impact on the trading price of the Company's shares or the decision of the Board of Directors of the Company to terminate the repurchase program, among other things. The Company will implement the repurchase at an opportune time within the repurchase period in accordance with market conditions. Investors are advised to pay attention to the investment risk.

In accordance with the *"Company Law of the People's Republic of China"* (hereinafter referred to as the "Company Law"), the *"Securities Law of the People's Republic of China"* (hereinafter referred to as the "Securities Law"), the *"Opinions on Supporting Share Repurchase by Listed Companies"*, the *"Rules for Share Repurchase by Listed Companies"*, the *"Rules for Listing of Stocks on Shenzhen Stock Exchange"*, the *"Self-disciplinary Supervision Guidelines for Listed Companies on Shenzhen Stock Exchange No. 9 - Share Repurchases"* and the *"Articles of Association"* of the Company and other relevant laws and regulations, on December 4, 2023, the Company convened the 5th Meeting of the 9th Board of Directors to consider and approve the *"Proposal on the Program of Repurchasing the Company's Shares"*, details of the announcement are as follow:

I. Major Contents of the Repurchase Program

(I) Purpose of the Share Repurchases

The Company has been committed to promoting the development of the global new energy industry, and attaches great importance to shareholder returns while accelerating its global strategic layout, exploring ways to share the performance with the Company's shareholders, employees and the majority of investors. Based on the confidence in the company's future development and recognition of the company's value, while further improving the company's long-term incentive mechanism, effectively combining the interests of shareholders, the company and the core team, and promoting the company's long-term development, the company will repurchase the company's shares through centralized bidding transactions and use them for the equity incentive plan or employee stock ownership plan at an appropriate time in the future.

(II) Relevant conditions of the Share Repurchases

The share repurchases of the Company is in compliance with the relevant conditions set out in Article 10 of the *"Self-disciplinary Supervision Guidelines for Listed Companies of the Shenzhen Stock Exchange No. 9 - Share Repurchases"*:

1. The Company's stock has been listed for one year;
2. The Company has not committed any major illegal acts in the recent year;
3. After the share repurchases, the Company has the ability to fulfill debts and the ability of going concern;
4. After the share repurchases, the distribution of Company's equity still meets the listing condition;
5. Other conditions stipulated by the China Securities Regulatory Commission and the Shenzhen Stock Exchange.

(III) Method and price range of the Share Repurchases

1. Method of the share repurchases: Repurchasing A-share social public shares issued by the Company through the stock trading system of the Shenzhen Stock Exchange by means of centralized bidding transactions or other methods allowed by the laws and regulations.

2. Price range of the share repurchases: The price of the share repurchases is not more

than RMB 34.00 per share (inclusive), not exceeding 150% of the average trading price of the Company's shares for the 30 trading days prior to the date on which the Board of Directors of the Company approved the resolution on the share repurchases. The Company management shall be authorized by the Board of Directors to determine the specific repurchasing price by taking account into the price of the Company's shares, its financial situation and operating conditions during the implementation period of the repurchase.

If the Company implements dividend distribution, stock bonus, capitalization of capital reserve, stock split, stock reduction, stock allotment and other ex-rights and ex-dividend matters during the period of the share repurchases, the price of the repurchased shares will be adjusted accordingly in accordance with the relevant regulations of the China Securities Regulatory Commission and the Shenzhen Stock Exchange and disclosed in a timely manner, since the date of ex-rights and ex-dividend of the share price.

(IV) Type, usage, number, proportion of the total capital of the Company and the total amount of intended repurchased fund

1.Type of repurchased shares: RMB ordinary shares (A shares) issued by the Company.

2.Usage of repurchased shares: Intended to be used for employee stock ownership plan or equity incentive plan.

3.Total amount of fund of repurchased shares: Not less than RMB 300 million (inclusive) and not more than RMB 600 million (inclusive), and the specific total amount of repurchased funds shall be subject to the actual repurchased funds at the expiration of the repurchase period.

4.Number of repurchased shares: Measured by the upper limit of the repurchase amount and the upper limit of the repurchase price, it is expected that the number of repurchased shares will be approximately 17.65 million shares, accounting for approximately 0.9888% of the current total share capital of the Company; Measured by the lower limit of the repurchase amount and the upper limit of the repurchase

price, it is expected that the number of repurchased shares will be approximately 8.82 million shares, accounting for approximately 0.4944% of the current total share capital of the Company. The specific number of repurchased shares shall be subject to the actual number of shares repurchased at the expiration of the repurchase period.

(V) Source of funds of repurchasing shares

The source of funds for the share repurchase is the Company's own funds.

(VI) Implementation period of the Share Repurchases

The implementation period of this share repurchases is within 12 months from the date when the Board of Directors of the Company considers and approves this repurchase program. If the following conditions are touched, the implementation period of the repurchase will expire earlier:

1. If the amount of repurchased funds has been used to reach the maximum limit within this period, the repurchase program shall be completed, that is the repurchase period will expire earlier from that date;
2. If the Board of Directors of the Company decides to terminate the implementation of the repurchase in advance, the repurchase period will expire in advance from the date of consideration and approval of the Board of Directors. In addition, the Company shall not repurchase the Company's shares within the following periods:
 - (1) Within ten trading days prior to the announcement of the Company's annual report and semi-annual report, if the announcement date is postponed due to special reasons, it shall be counted from the ten trading days prior to the original scheduled announcement date;
 - (2) Within ten trading days prior to the announcement of the Company's quarterly reports, earnings previews, and earnings flash reports;
 - (3) From the date of occurrence of a material matter that may have a significant impact on the trading price of the Company's shares or during the decision-making process to the date of disclosure in accordance with the law;
 - (4) Other circumstances as stipulated by the China Securities and Regulatory

Commission.

3. During the implementation period of the repurchase program, if the company's shares are suspended for more than ten consecutive trading days due to planning significant matters, the repurchase period may be postponed, and the postponed period shall not exceed the maximum period stipulated by the China Securities Regulatory Commission and the Shenzhen Stock Exchange, and in the event that the situation arises, the Company will disclose in a timely manner whether or not to postpone the implementation of the program.

(VII) Expected changes in the Company's share capital structure after completion of the repurchase

When the share repurchase program is fully completed, the number of shares expected to be repurchased will be approximately 17.65 million shares, accounting for approximately 0.9888% of the current total share capital of the Company, as measured by the upper limit of the repurchase amount and the upper limit of the repurchase price; the number of shares expected to be repurchased will be approximately 8.82 million shares, accounting for approximately 0.4944% of the current total share capital of the Company, as measured by the lower limit of the repurchase amount and the upper limit of the repurchase price.

If all of the repurchased shares are used for the equity incentive plan or employee stock ownership plan and are fully locked in, the changes in the Company's share capital structure are expected to be as follows:

Nature of shares	Pre-repurchase		After repurchase (repurchase upper limit)		After repurchase (repurchase lower limit)	
	Number of shares (share)	Percentage (%)	Number of shares (share)	Percentage (%)	Number of shares (share)	Percentage (%)
I. Shares outstanding with restricted sales condition	461,998,383	25.89	470,821,912	26.38	479,645,441	26.88

II. Shares outstanding without restricted sales condition	1,322,703,818	74.11	1,313,880,289	73.62	1,305,056,760	73.12
III. Total equity	1,784,702,201	100.00	1,784,702,201	100.00	1,784,702,201	100.00

Note 1: The Company's stock options are in the process of independent exercise rights, and the share capital structure before and after the repurchase in the table above does not include the change in shares as a result of the independent exercise rights of the options from December 1, 2023;

Note 2: The above changes have not taken into account the impact of other factors for the time being. The exact number of repurchased shares shall be subject to the actual number of repurchased shares at the end of the repurchase, and there may be cases in which the actual number of repurchased shares exceeds the upper limit of the estimated number of shares mentioned above.

(VIII) Management analysis of the impact of this share repurchase on the Company's operations, finances, research and development, debt fulfillment ability, future development and maintenance of listing status, and the commitment of all directors that this share repurchases will not jeopardize the listed company's ability to fulfill debt and its ability of going concern

As of September 30, 2023 (unaudited), the Company's total assets amounted to RMB 87.415 billion, cash and cash equivalents amounted to RMB 14.355 billion, net assets attributable to shareholders of the listed company amounted to RMB 24.279 billion, and net profit attributable to shareholders of the listed company from January to September 2023 amounted to RMB 83 million. Assuming that the proposed repurchase amount is calculated at the highest level, measured by the financial data as of September 30, 2023, the repurchase funds account for approximately 0.46% of the Company's total assets, approximately 1.65% of the Company's net assets, and approximately 2.79% of the Company's cash and cash equivalents. The Company has sufficient own funds to pay for this share repurchase.

The Company has good operating condition, prudent financial position and relatively sufficient own funds. The Company management considers that the share repurchases will not have any material impact on the Company's operation, finance and future development. All directors committed that the share repurchases will not jeopardize the Company's ability to fulfill debts and its ability of going concern. After the implementation of this repurchase is completed, it will not lead to the change of control of the Company, nor will it change the Company's status as a listed company, and the situation of equity distribution is in line with the conditions for listed companies.

(IX) The trading situation of the Company's shares by the Company's directors, supervisors, senior management, controlling shareholders, actual controllers and their concerted parties within six months prior to resolution on the share repurchases at the Board of Directors, explanation about whether there is any insider trading or market manipulation either individually or in conjunction with others, and the plan to increase or decrease the shareholding during the period of the repurchase, and the reduction plan of the shareholdings for shareholders holding more than 5% of the shares and their concerted parties in the next six months

1. In view of the fact that the first exercise period of the first grant portion of the Company's 2022 Stock Option Incentive Plan has fulfilled the exercise conditions, from September 20, 2023 to the present, Mr. Zhang Hongli, a director of the Company, bought a total of 32,400 shares of the Company's stock through exercising rights independently, and the aforementioned persons' exercise rights to buy the Company's shares was an act of their own judgment and decision-making, and there is no conflict of interest with this repurchase program. There is no insider trading and market manipulation. For details of the announcement in relation to the above matters, please refer to the *"Prompt Announcement on the Adoption of Independent Exercise Rights Mode for the First Exercise Period of the First Grant Part of the 2022 Stock Option Incentive Plan"* (Announcement No. 2023-068) disclosed by the Company in the designated information disclosure media on September 19, 2023.

2. Between March 13, 2023 and October 24, 2023, one of the controlling shareholders of the Company, Nanjing Gotion Holding Group Co., Ltd. has increased its shareholding in the Company from the secondary market through Galaxy Derivatives Capital Management Co., Ltd. by a cumulative total of 21,373,518 shares, accounting for 1.20% of the current total share capital of the Company, and the cumulative amount of the increase in the Company's shareholding is RMB 600 million (excluding handling fee). For details, please refer to the *“Announcement on the Completion of the Implementation of the Shareholding Increase Plan of Controlling Shareholders and the Additional Shareholding Increase Plan”* (Announcement No. 2023-022) and *“Announcement on the Completion of the Implementation of the Shareholding Increase Plan of Controlling Shareholders”* (Announcement No. 2023-079), which were disclosed by the Company in the designated media for disclosure of information on April 25, 2023 and October 27, 2023, respectively.

Except for the above circumstances, the directors, supervisors and senior executives of the Company, controlling shareholders, actual controllers and their concerted parties did not buy or sell the Company's shares in the six months prior to the resolution on the share repurchase at the Board of Directors, and did not engage in insider trading and market manipulation, either individually or in conjunction with others.

Up to now, the Company's directors, supervisors, senior management, controlling shareholders, actual controllers and their concerted parties have no clear plans to increase or decrease their shareholdings during the repurchase period, and the Company's other shareholders holding more than 5% of the shares and their concerted parties have no clear plans to reduce their shareholdings in the next six months. If the above subjects intend to implement the shareholding increase or decrease plan in the future, the Company will fulfill its information disclosure obligations in a timely manner in accordance with relevant regulations.

(X) Circumstances surrounding the proponent's proposed repurchase

Based on the confidence in the future development of the Company and the recognition of the Company's value, as well as to further improve the Company's

long-term incentive mechanism, to effectively integrate the interests of shareholders, the Company and the core team closely and to promote the long-term development of the Company, Mr. Li Zhen, the actual controller, chairman and general manager of the Company, send *“Letter of Proposal for Repurchase of the Company’s Shares”* on 30 October 2023, in which he proposed that the Company should use its own funds to repurchase the Company’s outstanding RMB ordinary shares (A Shares) from the secondary market by means of centralized bidding transactions, and that all of the shares repurchased should be used for the implementation of the equity incentive plan or the employee stock ownership plan.

(XI) Cooperate with intermediaries to implement this repurchase

For the smooth implementation of this repurchase, the Company intends to cooperate with securities companies and other financial institutions to provide comprehensive services for the implementation of this repurchase by utilizing over-the-counter derivatives tools such as OTC options under the premise of compliance with the law, and the service period shall be from the date of consideration and approval of this repurchase program at the Board of Directors to the completion of the implementation of the repurchase program. The cooperation between the Company and financial institutions such as securities companies can effectively avoid the adverse impact of stock price fluctuations on the Company’s equity. The Company, from the perspective of risk, will strictly control the funds scale for derivatives transactions, reasonably plan and utilize the margin and reasonably dispatch its own funds for derivatives transactions; strengthen the grasp and understanding of the relevant policies of the State and the relevant regulatory institutions; strictly comply with the relevant provisions of the Stock Exchange, and actively cooperate with the risk management work of the Shenzhen Stock Exchange and the relevant departments of the securities companies and other financial institutions.

(XII) Arrangements related to the legal cancellation or transfer of shares after the share repurchase, and arrangements related to the prevention of infringement of the interests of creditors

The repurchased shares will be fully utilized for the implementation of the Company’s

equity incentive plan and employee stock ownership plan. If the above programs are not implemented within 36 months after the completion of the share repurchases, the repurchased shares will be canceled in accordance with the law.

The share repurchases will not affect the normal going concern of the Company and will not result in the Company becoming insolvent. In the event of cancellation of the repurchased shares, the Company will strictly in accordance with the relevant provisions of the “*Company Law of the People’s Republic of China*” fulfill the decision-making procedures related to capital reduction, notify the creditors, fully safeguard the legitimate rights and interests of the creditors, and fulfill the disclosure obligations in a timely manner.

(XIII) Specific authorization to handle this share repurchases

In order to ensure the successful implementation of this share repurchase, the Board of Directors of the Company, in accordance with the relevant provisions of the “*Company Law of the People’s Republic of China*” and the “*Articles of Association*”, authorizes the management of the Company to deal with matters relating to this share repurchase within the scope of the laws and administrative regulations, the contents and scope of the authorization shall include, but not be limited to:

1. Decide on the specific timing, price and quantity of the repurchase, the specific implementation program and so on, in accordance with the actual situation;
2. Adjust the specific implementation program in accordance with the relevant laws and regulations and the provisions of the regulatory authorities (except for matters which require a re-vote by the Board of Directors, stipulated by the relevant laws, regulations and the “*Articles of Association*”);
3. Handle or authorize others to handle the establishment of special securities accounts for repurchases and handle other related matters;
4. Make, amend, supplement, sign, submit, present and execute all agreements, contracts and documents incurred in the course of the repurchase of part of the public shares, and make relevant declarations;

5. It has decided to engage relevant intermediaries (if necessary) to provide comprehensive services for the Company to implement the repurchase with the help of professional trading capabilities and the comprehensive use of instruments such as income swaps and over-the-counter (OTC) options;
6. If trading is suspended during the implementation of the repurchase program, it is decided that the repurchase will defer the related matters;
7. Handle other matters related to this share repurchase.

This authorization shall be granted from the date of consideration and approval by the Board of Directors of the Company until the date of completion of the above authorization.

II. Consideration of the Repurchase Program

(I) The “*Proposal on the Program of Repurchasing the Company’s Shares*” was considered and approved at the 5th Meeting of the 9th Board of Directors and the 5th Meeting of the 9th Board of Supervisors of the Company, and in accordance with the relevant provisions of the “*Articles of Association*” of Gotion High-Tech Co., Ltd., the Company’s repurchase proposal is not required to be submitted to the General Meeting of Shareholders for consideration.

(II) Opinions of the independent directors

1. The Company’s share repurchase program is in line with the “*Company Law*”, the “*Securities Law*”, the “*Articles of Association*” and the “*Self-disciplinary Supervision Guidelines for Listed Companies on Shenzhen Stock Exchange No. 9 - Share Repurchases*” and other laws and regulations;

2. The Company’s repurchase program reflects the affirmation of the Company’s intrinsic value and the firm confidence in the future sustainable development, which is conducive to safeguarding the interests of all investors of the Company; the use of the repurchased shares for the implementation of the employee stock ownership plan or equity incentives will be conducive to the establishment of a sound long-term incentive mechanism, attracting and retaining outstanding talents, fully mobilizing the enthusiasm of the Company’s core and backbone personnel, and effectively combining the interests of shareholders, the Company and the employees together,

promoting the healthy and sustainable development of the company, thus this share repurchase program is necessary;

3. The source of funds of the Company for this proposed repurchase is the Company's own funds, which will not have a significant impact on the Company's operation, finance and future development, and will not affect the Company's listing status. The share repurchases will be carried out by way of centralized bidding transactions or other methods permitted by laws and regulations, and there are no circumstances that will harm the interests of the Company and all shareholders, especially the small and medium-sized shareholders. Therefore, this share repurchase program is reasonable and feasible;

4. For the repurchase program, the company will cooperate with securities companies and other financial institutions to carry out derivatives transactions, using the over-the-counter options and other over-the-counter derivatives tools under the premise of compliance with the law will reduce the risk of fluctuations in the cost of repurchase due to fluctuations in the price of the stock, and ensure the relative stability of the rights and interests of the company, and will not adversely affect the normal turnover of daily funds of the Company and the normal development of the business. It is in line with the interests of the Company and the needs of its strategic development, and protects the legitimate rights and interests of all shareholders.

In view of the above, we unanimously agree with the share repurchase program.

III. Risks

1. If the price of the Company's shares continues to exceed the repurchased price upper limit disclosed in the repurchase program during the period of this repurchase, there may be a risk that the repurchase program cannot be implemented or is only partially implemented;

2. During the implementation of the Share Repurchases, the Company is affected by the external objective situation, temporary operational needs and other factors, resulting in required funds of the repurchase of shares are not in place in a timely manner, which may lead to risks that the repurchase program can not be implemented according to the plan;

3. There is a risk that the repurchase will not be implemented due to the occurrence of major events that have a significant impact on the trading price of the Company's shares or the decision of the Board of Directors of the Company to change or terminate the repurchase program;
4. The share repurchases for the company's equity incentive plan or employee stock ownership plan, there may be a risk that the repurchased shares can not be awarded or transferred due to reasons such as the equity incentive plan or employee stock ownership plan can not be implemented. The Company will make the decision to repurchase and implement the repurchase on an opportune basis according to the market situation within the repurchase period and fulfill the information disclosure obligations in a timely manner according to the progress of the share repurchase matters, and respectfully invites investors to pay attention to the investment risks.

This announcement is hereby made.

Board of Directors of Gotion High-Tech Co., Ltd.

December 6, 2023