

**Gotion High-Tech Co., Ltd.**  
**First Extraordinary General Meeting of Shareholders**  
**in 2024**

**Meeting Materials**

**November 20, 2024**

## **Notice of the First Extraordinary General Meeting of Shareholders in 2024**

In order to ensure the successful holding of the General Meeting of Shareholders of the Company, in accordance with the “*Company Law of the People's Republic of China*”, the “*Securities Law of the People's Republic of China*”, and the “*Articles of Association of the Company*” as well as other relevant provisions, the notice of the General Meeting of Shareholders that the Company formulates particularly is followed as:

I. The General Meeting of Shareholders sets up a conference team that is specially responsible for the relevant matters of the General Meeting of Shareholders. In order to ensure the seriousness and regular order of the General Meeting of Shareholders, and to effectively safeguard the legitimate rights and interests of the attending shareholders (or proxy), the shareholders and representatives of the shareholders who are attending this General Meeting of Shareholders shall go through the registration formalities during ten minutes prior to the meeting, with their ID cards or copies of business licenses, power of attorney and securities account cards. Shareholders who fail to sign in and register shall not be allowed to participate in this meeting in principle.

II. In order to ensure the seriousness and regular order, and to effectively safeguard the legitimate rights and interests of the attending shareholders (or authorized representatives of shareholders), the Company shall have the right to refuse access to the meeting venue to other persons in accordance with the law, except for the shareholders (or authorized representatives of shareholders) attending the meeting, the Company's directors, supervisors, senior executives, lawyers engaged by the Company and persons invited by the Board of Directors.

III. During the General Meeting of Shareholders, all attendees shall safeguard the legitimate rights and interests of the shareholders, ensure the regular order of the meeting and the efficiency of the deliberation, and fulfill consciously legal obligations.

IV. The attending shareholders shall have the right to speak, question and vote in

accordance with law. The attendees shall not make loud noises, walk around freely, and not disturb the order of this General Meeting of Shareholders and infringe upon the legitimate rights and interests of other shareholders. For behaviors that interfere with the order of the General Meeting of Shareholders and infringe upon the legitimate rights and interests of the shareholders, the conference team shall have the right to take necessary measures to stop and report it to the relevant departments in time for investigation and handling.

V. During the General Meeting of Shareholders, shareholders who intend to speak in advance shall first register with the conference team, and fill in the “Registration Form for speaking at the General Meeting of Shareholders”. Shareholders who wish to speak or to raise questions on the relevant issues temporarily shall first apply to the conference team of the General Meeting of Shareholders, and can implement it after the approval of the presiding officer of the General Meeting of Shareholders. When a shareholder speaks, he/she shall first report the number of sharesholding. And the speaking time for each shareholder shall not exceed five minutes. Due to the limited time available for the meeting, the time for the Company to answer the questions raised by shareholders shall be arranged according to the registration status. And shareholders shall not interrupt the report of meeting rapporteur or speeches of other shareholders.

VI. The General Meeting of Shareholders takes the method of registered ballot to vote, and the speeches shall be prohibited during the voting.

VII. The witness lawyers of this General Meeting of Shareholders are lawyers from Shanghai LLINKS Law Offices. After the completion of the counting of the on-site voting results, the lawyers shall read out the legal opinions and announce the on-site voting results.

Gotion High-Tech Co., Ltd.

November 20, 2024

## **Agenda of the First Extraordinary General Meeting of Shareholder in 2024**

I. Meeting time: November 20, 2024 (Wednesday), 15:00 PM

II. Meeting venue: Global Conference Hall, Gotion High-tech Co., Ltd., 566 Huayuan Avenue, Baohe District, Hefei City, Anhui Province

III. Convenor: The Board of Directors

IV. Participants:

1. Shareholders and shareholders' representatives of the Company;
2. Directors, supervisors and senior executives of the Company;
3. Witness lawyers engaged by the Company, etc.

V. Presiding officer: Mr. Li Zhen, Chairman of the Board of Directors

VI. Agenda:

<b>No.</b>	<b>Matters to be Deliberated</b>
1	Proposal on Registration and Issuance of Medium-Term Notes and Ultra-Short-Term Financing Bills
2	Proposal on By-election of Non-independent Directors of the 9th Board of Directors

VII. Shareholders deliberate each matter and fill in the votes, the scrutineers and vote counters count the votes.

VIII. The lawyers read out the legal opinion and the voting results.

IX. At the end of the meeting, the meeting materials shall be signed, etc.

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## **Proposal One**

### **Proposal on Registration and Issuance of Medium-Term Notes and Ultra-Short-Term Financing Bills**

Dear shareholders:

In order to further broaden the financing channels of Gotion High-Tech Co., Ltd., optimize the debt structure of the Company, and meet the operational capital demand corresponding to the rapid growth of the business scale and production scale, the Company intends to apply to the China Association of Interbank Market Dealers ("Association of Dealers") for registration and issuance in the national interbank bond market of medium-term notes with a total amount of not more than RMB 2.00 billion (including RMB 2.00 billion) and ultra-short-term financing bills with a total amount of not more than RMB 1.00 billion (including RMB 1.00 billion) (hereinafter referred to as the "Issuance").

In accordance with the *Stocks Listing Rules on the Shenzhen Stock Exchange* and the *Articles of Association* and other relevant provisions, the registration and issuance of medium-term notes and ultra-short-term financing bills does not constitute a related-party transaction, nor does it constitute a major asset reorganization as stipulated in the *Administration Measures of Major Asset Reorganization of Listed Companies*. The following is a description of the Issuance:

#### **I. The Issuance Program**

1. Issuance size: It is proposed to apply for the registration of the issuance of medium-term notes with a size of not more than RMB 2.00 billion (including RMB 2.00 billion) and ultra-short-term financing bills with a size of not more than RMB 1.00 billion (including RMB 1.00 billion), subject to the quota set out in the registration notice obtained by the Company at the Association of Dealers and the actual issuance needs of the Company;

2. Issuance time: To be issued at one time or in installments at an opportune time within the validity period of the registered quota according to the actual fund demand;

3.Issuance term: The issuance term of medium-term notes shall not exceed 5 years (including 5 years), and the issuance term of ultra-short-term financing bills shall not exceed 270 days (including 270 days), the specific issuance term will be finalized based on the Company's actual fund demand and the market situation at the time of issuance, etc., and can be a single term variety or a combination of multiple term varieties;

4.Issuance interest rate: The specific issuance interest rate will be determined in accordance with the actual situation of the interbank bond market at the time of issuance, subject to the final results of the bookbuilding;

5.Issuance method: Underwriting method, public offering by underwriters in the China interbank bond market;

6.Issuance Target: Institutional investors in China's interbank bond market (except for purchasers prohibited by national laws and regulations);

7.Debt service: Medium-term notes are payable annually and the principal is repaid at maturity; ultra-short-term financing bills are repaid at maturity and the principal is repaid at maturity;

8.Usage of raised funds: Mainly used for project construction, replenishment of working capital, repayment of interest-bearing liabilities and other purposes in compliance with relevant laws and regulations and the regulations of the Association of Dealers;

9.Validity period of the resolutions: After the issuance of medium-term notes and ultra-short-term financing bills has been reviewed and approved by the general meeting of shareholders of the Company, the relevant resolutions shall remain in force for the validity period of the registration and survival of the issuance.

## **II.Authorization of the Issuance**

In order to enhance the efficiency of the issuance, it is proposed to request the General Meeting of Shareholders of the Company to authorize the Board of Directors, and the

Board of Directors to authorize the operating management of the Company to deal with all matters relating to the issuance on a full-time basis, including but not limited to:

1. Within the scope permitted by laws and regulations, in accordance with the issuance policies of the regulatory authorities, market conditions and the needs of the Company, decide on the timing of issuance, formulate the specific plan for the application for registration of issuance of medium-term notes and ultra-short-term financing bills, and revise and adjust the terms of issuance, including but not limited to the size of the issuance, the time of issuance, the term of issuance, the coupon interest rate or the manner of determining the coupon interest rate, the price of issuance, the method of issuance, the arrangement of credit ratings, the underwriting arrangement, the credit enhancement measures, the method of repayment of principal and interest and the usage of raised funds and other matters related to the terms of issuance.
2. Decide to engage or replace the underwriters and other intermediaries involved in the issuance in accordance with the actual needs of the issuance;
3. Be responsible for making, amending, signing and filing all agreements and legal documents in connection with the issuance, including but not limited to, the application documents for registration of the offering, the prospectus, and the underwriting agreement;
4. In the event of changes in regulatory policies or market conditions, except for matters involving relevant laws, regulations and the Articles of Association which must be re-voted by the Board of Directors and the General Meeting of Shareholders of the Company, adjust correspondingly the specific proposal of the Issuance and other relevant matters based on the opinions of the regulatory authorities;
5. Carry out the necessary formalities in connection with the Issuance, including but not limited to formalities in connection with the relevant registration, issuance and transactions circulation and other related matters;
6. Other necessary matters relating to the Issuance;



7.The above authorization period shall be valid from the date of deliberation and approval by the general meeting of shareholders and shall continue to be valid during the validity period of registration and survival of the Company's registered issuance of medium-term notes and ultra-short-term financing bills.

### **III.Impact of the Issuance on the Company**

The application for registration of the issuance of medium-term notes and ultra-short-term financing bills is conducive to further broaden the Comapny's financing channels, optimize the financing structure, further enhance the Company's liquidity management capability, meet the Company's demand for funds for its rapid development, which is in line with the interests of the Company and all shareholders as a whole, and is not detrimental to the interests of the small and medium-sized shareholders.

This proposal has been deliberated and approved at the Company's the 9<sup>th</sup> Meeting of the 9<sup>th</sup> Board of Directors and the 9<sup>th</sup> Meeting of the 9<sup>th</sup> Board of Supervisors.

Please review the above proposal.

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

November 20, 2024

## **Proposal Two**

### **Proposal on By-election of Non-independent Directors of the 9th Board of Directors**

Dear shareholders,

In accordance with the provisions of the *Company Law of the People's Republic of China* (hereinafter referred to as the "Company Law"), the *Stock Listing Rules of Shenzhen Stock Exchange* and other laws and regulations, as well as the *Articles of Association*, the Company's shareholder Volkswagen (China) Investment Co., Ltd. nominated Mr. Rainer Ernst Seidl as a candidate for non-independent director of the 9th board of directors of the Company. The term of office starts from the date of deliberation and approval of the Company's general meeting of shareholders to the date of expiration of the term of office of the 9th board of directors. This non-independent director candidate has been qualified and approved by the Nomination Committee of the Board of Directors of the Company. Please see the annex for the resume of Mr. Rainer Ernst Seidl.

Mr. Rainer Ernst Seidl, after being elected as a non-independent director of the Company by the general meeting of shareholders, will replace Ms. Andrea Nahmer, the former non-independent director, as a member of the Strategy Committee, the Audit Committee and the Remuneration and Assessment Committee of the 9th Board of Directors of the Company at the same time, with a term of office starting from the date of the approval by the general meeting of shareholders of the Company to the date of expiry of the 9th Board of Directors of the Company. After the by-election of directors, the total number of directors concurrently serving as senior management of the Company in the Board of Directors of the Company does not exceed half of the total number of directors of the Company.

This proposal has been deliberated and approved at the Company's the 10<sup>th</sup> Meeting of the 9<sup>th</sup> Board of Directors.

Please review the above proposal.

Gotion High-Tech Co., Ltd.

November 20, 2024

**Annex:**

**Mr. Rainer Ernst Seidl**, male, German nationality, born in July 1971, holds a bachelor's degree in industrial engineering from the Hochschule München University of Applied Sciences of Germany. Since joining Volkswagen AG in October 1997, he has worked at Audi AG (Ingolstadt plant) Engineering Logistics Planning department and Finance & Controlling department, as head of Finance in Automobili Lamborghini Italy, as first vice president (Finance) in FAW-Volkswagen Co., Ltd., and executive vice president finance in Volkswagen (China) Investment Co. Currently, he is the head of group financial controlling at Volkswagen AG.

Mr. Rainer Ernst Seidl currently does not hold any shares of the Company, has an association with Volkswagen (China) Investment Co., Ltd, the largest shareholder of the Company, and does not have an association with the controlling shareholder, the actual controller, shareholders holding no less than 5% shares of the Company and other directors, supervisors and senior officers of the Company; he has not been punished by the China Securities Regulatory Commission (CSRC) or any other relevant departments and disciplinary actions by the Stock Exchange; he has not been investigated by the judicial authorities for suspected crimes or audited by the CSRC for suspected violations of laws and regulations; he is not among the list of judgement defaulter subject to enforcement; and he is not subject to any circumstances that prohibit him from serving as a director under the *Company Law*, the *Self-Regulatory Guidelines for Listed Companies on Shenzhen Stock Exchange No.1 - Standardized Operation of Listed Companies on the Main Board* and the *Articles of Association* of the Company.