

Gotion High-tech Co., Ltd.
First Extraordinary General Meeting of Shareholders
in 2022

Meeting Materials

November 14, 2022

Notice of First Extraordinary General Meeting of Shareholders in 2022

In accordance with the *Corporate 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,

I. Shareholders and shareholders' representatives attending the meeting shall go through the registration formalities 10 minutes before the meeting with their ID cards or copies of business licenses, letter of proxy and securities account cards. Shareholders who fail to sign in for registration shall not participate in this meeting in principle. The Company has the right to refuse other persons to enter the meeting venue according to law, except for the shareholders (or authorized representatives), directors, supervisors, senior management, lawyers appointed by the Company and the personnel invited by the Board of Directors.

II. Shareholders attending the General Meeting shall, in accordance with the law, enjoy such rights as voice, inquiry and voting. The meeting organization team shall have the right to take necessary measures to stop any action that interferes with the order of the General Meeting or infringes upon the legitimate rights and interests of other shareholders and promptly report it to the relevant authorities for investigation and punishment.

III. The General Meeting shall be voted by open ballot, and no statement shall be made at the voting.

IV. The witness lawyers of this General Meeting are from Shanghai Llinks Law Offices. After the results of the on-site voting are counted, the lawyers shall read out their legal opinions and announce the on-site voting results.

Gotion High-tech Co., Ltd.

November 14, 2022

Agenda of First Extraordinary General Meeting of Shareholders in 2022

I. Meeting time: 2:30 PM, November 14, 2022 (Monday)

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 management of the Company;
3. Witness lawyers engaged by the Company, etc.

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

VI. Agenda:

No.	Matters to be Deliberated
1	Proposal on revising the <i>Implementation Measures for Remuneration of Directors, Supervisors and Senior Management</i>
2	Proposal on the Formulation of the <i>Securities Investment and Derivatives Trading Management System</i>
3	Proposal on Using Partial Raised Funds to Increase the Capital of Wholly-Owned Subsidiaries to Implement the Fund-raising Projects
4	Proposal on Investment and Construction of Gotion Xinzhan Annual Output 20GWh Power Battery Project
5	Proposal on Investment and Construction of Gotion Liuzhou Newly Increased Annual Output 10GWh Power Battery Production Base Project
6	Proposal on the Application for the Issuance of Debt Financing Plan
7	Proposal on Additional Estimation of Daily Connected Transactions

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. Closing of the meeting, signing of the conference materials, etc.

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Proposal One

Proposal on revising the *Implementation Measures for Remuneration of Directors, Supervisors and Senior Management*

Dear shareholders,

With the continuous advancement of the Company's international strategic layout, the Company has greatly improved its revenue scale, industry status and capital market image and made breakthroughs in its market value. The Company's issuance of overseas Global Depositary Receipts (GDR) also puts forward higher requirements for the directors and supervisors. In order to give further play of directors and supervisors in supporting and supervising the scientific decision-making of the Board of Directors and the Board of Supervisors, in light of the needs of the development stage, the Company intends to revise the *Implementation Measures for Remuneration of Directors, Supervisors and Senior Management*. For details, please refer to the full text of the measures.

Subject to the adoption of the above measures upon deliberation and approval by the general meeting of shareholders of the Company, the *Directors and Supervisors Allowance Management Policy(July 2015)* issued by the Company shall be repealed at the same time.

The proposal has been deliberated and approved at the 18th Meeting of the 8th Board of Directors and the 19th Meeting of the 8th Board of Supervisors.

The above is the proposal for deliberation by shareholders.

Attachment One: *Implementation Measures for Remuneration of Directors, Supervisors and Senior Management (July 2022)*

Gotion High-tech Co., Ltd.

November 14, 2022

Proposal Two

Proposal on the Formulation of *the Securities Investment and Derivatives Trading Management System*

Dear shareholders,

In order to regulate the Company's securities investment and derivatives transactions, prevent investment risks, strengthen risk control, protect the Company's capital and property security, and safeguard the rights and interests of investors and the Company, according to the *Company Law of the People's Republic of China*, the *Securities Law of the People's Republic of China*, the *Rules Governing the Listing of Shares on Shenzhen Stock Exchange*, the *Self-Regulatory Guidelines for Listed Companies of Shenzhen Stock Exchange No. 1 - Standardized Operation of Listed Companies on the Main Board*, the *Self-Regulatory Guidelines for Listed Companies of Shenzhen Stock Exchange No. 7 - Transactions and Related-Party Transactions*, the *Articles of Association* and other relevant regulations, and in light with the actual situation of the Company, the *Securities Investment and Derivatives Trading Management System* was formulated. For details, please refer to the full text of the policy.

Subject to the adoption of the above policy upon deliberation and approval by the general meeting of shareholders of the Company, the *Securities Investment Management Policy* (April 2008) issued by the Company shall be repealed at the same time.

The proposal has been deliberated and approved at the 18th Meeting of the 8th Board of Directors.

The above is the proposal for deliberation by shareholders.

Attachment Two: *Securities Investment and Derivatives Trading Management System*
(July 2022)

Gotion High-tech Co., Ltd.

November 14, 2022

Proposal Three

Proposal on Using Partial Raised Funds to Increase the Capital of Wholly-Owned Subsidiaries to Implement the Fund-raising Projects

Dear shareholders,

I. Overview of raised funds

(I) Basic information of raised funds

On April 27, 2021, the Company received the *Reply on Approving the Non-public Offering of Gotion High-tech Co., Ltd.* (CSRC License [2021] No. 1421) issued by China Securities Regulatory Commission, which approved the non-public offering of no more than 384,163,346 new shares. Company actually issued 384,163,346 shares in this non-public offering (hereinafter referred to as the “Issuance”) at a price of RMB 19.01 per share and raised a total fund of RMB 7,302,945,207.46. After deducting the issuance fees related to the raised funds totaling RMB 72,090,121.84 (excluding taxes), the net amount of the actually raised funds is RMB 7,230,855,085.62. KPMG Huazhen LLP has verified the raised funds and issued the *Capital Verification Report* (KPMG Huazhen No. 2101182). The Company has a special account for the deposit and management of the above-mentioned funds.

(II) Changes in the fund-raising projects

The Company held the 16th Meeting of the 8th Board of Directors and the 16th Meeting of the 8th Board of Supervisors on April 27, 2022, at which the *Proposal on Changing the Use of Raised Funds* was deliberated and approved. It was approved that the fund-raising project was changed from Gotion Battery 16GWh High-specific Energy Power Lithium Battery Industrialization Project to 20GWh Volkswagen Standard Cell Project, the implementation subject was changed from Hefei Gotion Battery Co., Ltd. to Hefei Gotion Battery Technology Co., Ltd. (hereinafter referred to as “Gotion Battery Technology”), both being wholly-owned sub-subsidiaries of the Company, and the implementation site was changed from Hefei Economic and Technological Development Zone to Hefei Xinzhan High-tech Industry Development Zone. The said matters have been deliberated and approved by the annual general meeting of shareholders in 2021.

II. Use of the raised funds

As of July 31, 2022, the use of funds raised by various projects in this issuance is as follows:

Unit: RMB 10,000

No.	Name of Investment Project	Total Planned Investment of Raised Funds (Adjusted) (1)	Actual Accumulative Input Amount (2)	Balance of Funds Raised in Special Accounts (note 1)	Investment Progress (3) = (2) / (1)
1	Annual Output of 20GWh Volkswagen Unified Cell Project	532,278.38	6,732.79	529,375.86	1.26%
2	Gotion Material Project with an Annual Output of 30,000 Tons of High Nickel Ternary Cathode Material	100,000.00	5,776.80	94,616.53	5.78%
3	Supplement working capital	90,620.73	77,650.00	13,175.94	85.69%
Total		722,899.11	90,159.59	637,168.33	12.47%

Note 1: The balance of Funds Raised in the special account includes the amount of accumulated bank interest minus bank handling charges, and deducting the unpaid issuance expenses.

III. Overview of the use of raised funds to increase the capital of subsidiaries

In order to reasonably promote the implementation of the plan for the use of the raised funds in this issuance, the Company plans to use the raised funds of RMB 5,322.7838 million from the fund-raising project "20GWh Volkswagen Unified Cell Project" to increase the capital of the shareholders of Gotion Battery Technology, i.e., Hefei Gotion High-tech Power Energy Co., Ltd. (hereinafter referred to as "Hefei Gotion") and Jiangsu Gotion New Energy Technology Co., Ltd. (hereinafter referred to as "Jiangsu Gotion"), both Hefei Gotion and Jiangsu Gotion being wholly-owned subsidiaries of the Company. The capital increase to Hefei Gotion is RMB 5,056.6446 million, of which RMB 5,000 million is included in the registered capital of Hefei Gotion, and RMB 56.6446 million is included in its capital reserve. Upon completion of this capital increase, the registered capital of Hefei Gotion will increase from RMB

1,000 million to RMB 6,000 million. The capital increase to Jiangsu Gotion is RMB 266.1392 million, of which RMB 250 million is included in the registered capital of Jiangsu Gotion, and RMB 16.1392 million is included in its capital reserve. Upon completion of this capital increase, the registered capital of Jiangsu Gotion will increase from RMB 100 million to RMB 350 million.

At the same time, Hefei Gotion and Jiangsu Gotion plan to use the raised funds of RMB 5,056.6446 million and RMB 266.1392 million respectively to make the proportional increase in the capital of Gotion Battery Technology, the main entity of the 20GWh Volkswagen Standard Cell Project, of which RMB 900 million is included in its registered capital and RMB 4,422.7838 million is included in its capital reserve. The equity holding structure of Gotion Battery Technology before and after the capital increase is as follows:

Unit: RMB 10,000

Shareholder's name	The amount of capital contribution before the capital increase	The amount of capital contribution after the capital increase	Equity holding ratio
Hefei Gotion	9,500.00	95,000.00	95.00%
Jiangsu Gotion	500.00	5,000.00	5.00%
Total	10,000.00	100,000.00	100.00%

Upon completion of the capital increase, the registered capital of Gotion Battery Technology will be changed from RMB 100 million to RMB 1 billion, and the equity holding ratio of each shareholder of Gotion Battery Technology will remain unchanged, with the Company holding 100.00% of its equity.

IV. Basic information of companies under the capital increase

1. Hefei Gotion High-tech Power Energy Co., Ltd.

Date of establishment: May 9, 2006

Registered capital: RMB 1 billion

Legal representative: Wang Qisui

Registered address: No. 599, Daihe Road, Xinzhan District, Hefei

Type of enterprise: Limited liability company (sole proprietorship of legal person not invested or controlled by natural person)

Business Scope: R&D, production, sales and leasing of lithium-ion batteries and materials, solar and wind energy and other renewable energy application products, equipment and systems, energy-saving photoelectric and electronic products, equipment and systems, lithium emergency power supply, power tools, vehicles and lithium chargers; The import and export business of all kinds of commodities and technologies (except the commodities and technologies whose import and export are restricted or prohibited by the State); Design and construction of urban and road lighting projects; Energy storage products, energy storage device materials and devices research and development, production and sales; Equity investment; Development and transfer of cascade power battery recovery technology and equipment; Harmless recovery, collection, storage, transportation, disposal and comprehensive utilization of cascade power battery and battery factory waste; Battery, nickel, cobalt, copper and related products, accessories, hardware sales (excluding hazardous chemicals and inflammable and explosive products); R & D, production, leasing, sales of echelon power battery and products with echelon use. (For items subject to approval according to law, business activities can be carried out only upon approval by relevant authorities)

The Company holds 100% equity of Hefei Gotion.

Major financial data of Hefei Gotion in the latest year and the latest period (the financial data of 2021 has been audited, and the financial data of the half year of 2022 has not been audited):

Unit: RMB

Project	As of December 31, 2021	As of 30 June, 2022
Total assets	27,480,339,180.01	31,298,039,024.81
Total liabilities	19,429,428,239.51	23,088,681,080.05
Net assets	8,050,910,940.50	8,209,357,944.76
Project	2021	January to June, 2022

Operating income	10,106,119,249.26	7,603,630,647.57
Net profit	7,461,457.58	309,481,837.58

2. Jiangsu Gotion New Energy Technology Co., Ltd.

Date of establishment: June 25, 2021

Registered capital: RMB 100 million

Legal representative: Zhang Wei

Registered address: No. 159, Long Xuhu Road, Longchi street, Liuhe District, Nanjing

Enterprise type: limited liability company (sole proprietorship of legal person not invested or controlled by natural person)

Business scope: Permitted items: technology import and export (for items subject to approval according to law, business activities can be carried out only upon approval by relevant authorities, and the specific business projects shall be subject to the approval results) General items: Battery manufacturing; Battery sales; Recycling and echelon utilization of waste power batteries of new energy vehicles (excluding hazardous waste management); Manufacturing of auto parts and accessories; Technical service, technical development, technical consultation, technical exchange, technology transfer, and technology promotion (except for items subject to approval according to law, business activities shall be carried out independently according to law with the business license)

The Company holds 100% equity of Jiangsu Gotion.

Major financial data of Jiangsu Gotion in the latest year and the latest period (the financial data of 2021 has been audited, and the financial data of the half year of 2022 has not been audited):

Unit: RMB

Project	As of December 31, 2021	As of 30 June, 2022
Total assets	701,410,129.06	1,677,469,968.20

Total liabilities	601,588,033.20	1,469,644,610.49
Net assets	99,822,095.86	207,825,357.71
Project	2021	January to June, 2022
Operating income	0	21,041,989.53
Net profit	-177,904.14	108,003,261.85

3. Hefei Gotion Battery Technology Co., Ltd.

Date of establishment: July 23, 2021

Registered capital: RMB 100 million

Legal representative: Li Zhen

Registered address: 100 meters east of the southeast corner of the intersection of Weiwu Road South and Bengbu Road, Xinzhan District, Hefei

Type of enterprise: Other limited liability company

Business scope: General items: Battery manufacturing; Battery sales; New energy primary equipment manufacturing; New energy vehicle production test equipment sales; Sales of solar heat utilization products (except for the licensing business, all items not prohibited or restricted by laws and regulations may be operated independently according to law); Permitted items: Import and export of technology; Import and export of goods (for items subject to approval according to law, business activities can be carried out only upon approval by relevant authorities)

Gotion Battery Technology is a wholly-owned sub-subsubsidiary of the Company. Hefei Gotion and Jiangsu Gotion, wholly-owned subsidiaries of the Company, respectively hold 95% and 5% of the equity of Gotion Battery Technology.

Major financial data of Gotion Battery Technology in the latest year and the latest period(the financial data of 2021 has been audited, and the financial data of the half year of 2022 has not been audited) :

Unit: RMB

Project	As of December 31, 2021	As of 30 June, 2022
Total assets	209,148,561.70	5,557,709,467.00
Total liabilities	109,339,007.48	5,459,644,558.87
Net assets	99,809,554.22	98,064,908.13
Project	2021	January to June, 2022
Operating income	0	0
Net profit	-190,445.78	-1,744,646.09

V. Purpose of the capital increase and its impact on the Company

The capital increase is funded by Company's non-public offering of shares, and the use of relevant funds meets the requirements of laws and regulations such as the *Guidelines for the Supervision of Listed Companies No. 2 - Regulatory Requirements for the Management and Use of Raised Funds by Listed Companies*, and the *Self-Regulatory Guidelines for Listed Companies of Shenzhen Stock Exchange No. 1 -- Standardized Operation of Listed Companies on the Main Board*. The Company's capital increase in Gotion Battery Technology is conducive to improving the use efficiency of raised funds and the steady implementation of the investment projects with raised funds, enhancing the capital strength of the said holding subsidiaries, improving their overall financial structure and elevating their operation capacity, which will contribute to the business development and long-term planning of subsidiaries and the Company. This capital increase has not changed the investment direction of the raised funds, will not affect the implementation of the fund-raising projects, and there exists no circumstance damaging the interests of minority shareholders. Thus, the capital increase is in line with the interests of all shareholders and the Company.

The proposal has been deliberated and approved at the 19th Meeting of the 8th Board of Directors and the 20th Meeting of the 8th Board of Supervisors.

The above is the proposal for deliberation by shareholders.

Gotion High-tech Co., Ltd.

November 14, 2022

Proposal Four

Proposal on Investment and Construction of Gotion Xinzhan Annual Output 20GWh Power Battery Project

Dear shareholders,

I. Overview of the investment transaction

In order to further promote the production capacity layout and enrich the product structure, the Company intends to invest in the construction of Gotion Xinzhan Annual Output 20GWh Power Battery Project (the “Investment”) in Hefei Xinzhan High-tech Industrial Development Zone (“Hefei Xinzhan Zone”), Anhui Province. The total investment amount is RMB 6.70 billion. Hefei Gotion Battery Technology Co., Ltd. (hereinafter referred to as “Hefei Battery Technology”), a wholly-owned subsidiary of the Company, will be the main entity for the implementation of the project.

The Investment does not constitute a related-party transaction, nor does it constitute material assets reorganization as provided in the *Administrative Measures for Material Assets Reorganization of Listed Companies*.

II. Basic information of the investment entity

Company name: Hefei Gotion Battery Technology Co., Ltd.

Date of establishment Date: August 31, 2022

Registered capital: RMB 500.00 million

Legal representative: Wang Qiang

Company address: No. 599 Daihe Road, Xinshan District, Hefei

Type of enterprise: Limited liability company

Business scope: General items: Battery manufacturing; Battery sales; New energy primary equipment manufacturing; New energy vehicle production test equipment

sales; Solar heat use products sales; Import and export of technology; Import and export of goods (except for the licensing business, all items not prohibited or restricted by laws and regulations according to law may be operated independently according to law)

The Company indirectly holds 100% equity of Hefei Battery Technology.

III. About the project of the Investment

1. Project name: Gotion Xinzhan Annual Output 20GWh Power Battery Project
2. Total investment amount: no more than RMB 6.70 billion (the final total investment of the project shall be subject to the actual investment), of which the investment in fixed assets is about 4.6 billion, used mainly for equipment procurement and installation engineering.
3. Source of funds: self-owned and self-raised funds.
4. Project site: Southwest corner of Weiwu Road and Tongling North Road, Xinzhan District, Hefei.
5. Construction content: Construction of 20GWh ternary lithium-ion power battery production line and supporting systems to produce power battery cells, modules, PACK and battery systems and other products.
6. Construction period: The project is scheduled to be completed for production within 16 months from its commencement date.

IV. Purpose of the external investment, risks and impact on the Company

(I) The purpose of the external investment and its impact on the Company

The Company is committed to becoming the world's leading supplier of lithium batteries. With the rapid development of the new energy industry and the strong promotion of favorable national policies, the market demand for power batteries has shown significant growth. The Investment will help the Company better seize the

market opportunity of power batteries, further expand the capacity scale of ternary batteries, enrich the product structure, improve the capacity layout, and enhance the comprehensive competitiveness, to meet the needs of future business development and market expansion. Thus, the Investment conforms to the Company's strategic development plan.

The capital of the Investment comes from the self-owned and self-raised funds of Hefei Battery Technology. The Investment and construction of this project will increase the capital expenditure and cash expenditure, but it will have a positive impact on the Company's business layout and operating performance in the long run. Thus, the Investment is in line with the interests of all shareholders of the Company.

(II) Risk warning

1. The Investment has been preliminarily demonstrated by the Company but has not gone through a detailed feasibility study. The investment amount, construction period and other values involved are estimates only and shall be subject to the actual.
2. The project under the Investment is of a relatively large amount, and there is a risk that the investment project may not be invested and completed on schedule due to financial constraints and other factors.
3. Due to the macroeconomic, industrial policies, market environment changes, local supporting policies and other factors, the project is subject to the risks that the construction will not be completed on schedule, the construction cost will exceed the expected cost and the expected revenue will not be achieved.

The Company will pay close attention to the subsequent progress of the project, take appropriate strategies and management measures to control risks in time, and ensure the security and return of the Company's investment.

The proposal has been deliberated and approved at the 20th Meeting of the 8th Board of Directors and the 21st Meeting of the 8th Board of Supervisors.

The above is the proposal for deliberation by shareholders.

Gotion High-tech Co., Ltd.

November 14, 2022

Proposal Five

Proposal on Investment and Construction of Gotion Liuzhou Newly Increased Annual Output 10GWh Power Battery Production Base Project

Dear shareholders,

I. Overview of external investment

In order to meet the growing global demand for new energy powered lithium batteries and further promote the realization of the Company's strategic development goals, the Company plans to invest in Liuzhou to build a new production base of power lithium batteries with an annual output of 10GWh (hereinafter referred to as the "Investment"). The total investment amount is about RMB 4.8 billion. Liuzhou Gotion Battery Co., Ltd. (hereinafter referred to as "Liuzhou Gotion"), a holding subsidiary of the Company, is the implementation entity of the project.

The Investment does not constitute a related-party transaction, nor does it constitute material assets reorganization as provided in the *Measures for the Administration of Material Assets Reorganization of Listed Companies*.

II. Basic information of the investment entity

Company name: Liuzhou Gotion Battery Co., Ltd.

Date of establishment: June 30, 2020

Registered capital: RMB 300 million

Legal representative: Hou Fei

Registered address: No.6 Xiushui Third Road, Liuzhou City

Type of enterprise: Limited liability company (investment or holding by natural person)

Business scope: R&D, production, sales and after-sales service of lithium-ion power

battery materials, battery cells and battery systems; R&D, application and sales of power supply and energy storage system; R&D and application of graphene materials; Sales of renewable energy equipment and systems; Sales of energy-saving photoelectric and electronic products, equipment and systems; R&D, production, sales and leasing of lithium battery emergency power supply, electric tools, vehicles and lithium battery chargers; New energy technology development; Import and export of goods and technologies; Design and construction of urban and road lighting works. (For items subject to approval according to law, business activities can be carried out only upon approval by relevant authorities.)

Liuzhou Gotion is a holding subsidiary of the Company. According to the *Capital Increase Agreement on Liuzhou Gotion Battery Co., Ltd.* signed by Hefei Gotion High-tech Power Energy Co., Ltd. (hereinafter referred to as "Hefei Gotion"), a wholly-owned subsidiary of the Company, Guangxi Guangtou Dongcheng Lithium Battery Industry Fund Partnership (limited partnership) (hereinafter referred to as "Lithium Battery Fund") and Guangxi Liuzhou Dongcheng Investment Development Group Co., Ltd. (hereinafter referred to as "Dongcheng Group"), Hefei Gotion and Lithium Battery Fund plan to jointly subscribe the increased the capital of Liuzhou Gotion in cash by installment. The equity structure of Liuzhou Gotion before and after the first capital increase is as follows:

Shareholder' name	Before the capital increase		After the first capital increase	
	Subscribed capital (RMB 10,000)	Equity holding ratio	Subscribed capital (RMB 10,000)	Equity holding ratio
Hefei Gotion	20,000.00	66.67%	26,526.77	55.96%
Dongcheng Group	10,000.00	33.33%	10,000.00	21.09%
Lithium Battery Fund	--	--	10,879.63	22.95%
Total	30,000.00	100.00%	47,406.40	100.00%

III. About the project of the Investment

1. Project name: Gotion Liuzhou Newly Increased Annual Output 10GWh Power Battery Production Base Project
2. Total investment amount: The total investment of the project is about RMB 4.8 billion (the final total project investment shall be subject to the actual investment). The investment in fixed assets is about RMB 3.5 billion for land acquisition, building construction, equipment acquisition and other engineering.
3. Source of funds: the self-owned or self-raised funds.
4. Project site: No.6, Xiushui Third Road, North of Beihuan Expressway, Liudong New District, Liuzhou
5. Construction content: The project plans to use an area of 362 mu to build a 10GWh LFP lithium-ion power battery production line and supporting systems to produce power battery cells, modules, PACK, battery systems and other products.
6. Construction period: The project is scheduled to be completed for production within 13 months from its commencement date.

IV. Purpose of the external investment, impact on the Company, and risks

(I) The purpose of the external investment and its impact on the Company

The Investment aims to further deepen the layout of the new energy power battery market in South China, further expand the Company's capacity scale, improve the industrial layout, and enhance the Company's comprehensive competitiveness, to meet future business development and market expansion needs. Thus, the Investment conforms to the Company's strategic development plan.

The capital of the Investment comes from the self-owned or self-raised funds of Liuzhou Gotion. The investment and construction of the said project will increase the Company's capital expenditure and cash expenditure, but in the long run, it will have a positive impact on the Company's business layout and operating performance. Thus, the Investment is in line with the interests of all shareholders of the Company.

(II) Risk warning

1. The Investment has been preliminarily demonstrated by the Company but has not yet undergone a detailed feasibility study, the values of the project investment amount, construction land, construction period and so on involved are all estimates only and shall be subject to the actual.

2. The project under the Investment is of a relatively large amount, and there is a risk that the investment project may not be invested and completed on schedule due to financial constraints and other factors.

3. Due to the macroeconomic, industrial policies, market environment changes, local supporting policies and other factors, the project will be subject to the risks that the construction will not be completed on schedule, the construction cost will exceed the expected cost and the expected revenue will not be achieved.

The Company will pay close attention to the subsequent progress of the project, take appropriate strategies and management measures to control risks in time, and ensure the security and return of the Company's investment.

The proposal has been deliberated and approved at the 20th Meeting of the 8th Board of Directors and the 21st Meeting of the 8th Board of Supervisors.

The above is the proposal for deliberation by shareholders.

Gotion High-tech Co., Ltd.

November 14, 2022

Proposal Six

Proposal on the Application for the Issuance of Debt Financing Plan

Dear shareholders,

I. Overview of the debt financing plan

In order to enrich the financing channels, optimize the debt structure and meet the financing needs, the Company plans to apply for the issuance of a debt financing plan (non-public targeted debt financing) with the amount of no more than RMB500 million (inclusive) at Beijing Financial Assets Exchange(hereinafter referred to as "the debt financing plan").

This application for the issuance of debt financing plan does not constitute a related-party transaction, nor does it constitute a major asset reorganization as provided in the *Administrative Measures for Major Asset Reorganization of Listed Companies*.

II. Scheme of the debt financing plan

1. Product type: debt financing plan (non-public targeted debt financing)
2. Aggregate amount filed: no more than RMB500 million (including 500 million)
3. Issuing period: no more than 3 years (including 3 years)
4. Issuing interest rate: this debt financing plan is issued at face value, and the interest rate is determined according to the bond market conditions at the time of issuance and the results of listing pricing and centralized placement.
5. Use purposes of raised funds: repaying debts of the Company and its subsidiaries, supplementing working capital and other purposes permitted by applicable laws and regulations.
6. Time and method of issuance: To be issued in one-time or by installment at a selected time within the aggregate amount and validity period filed with Beijing Financial Assets Exchange. The specific time and method of issuance shall be

determined according to market conditions and the Company's capital demand.

7. Issuing target: qualified investors recognized by Beijing Financial Assets Exchange (except those prohibited by national laws and regulations).

8. Lead underwriter: China Guangfa Bank Co., Ltd.

9. Validity period of the resolution: from the date of approval by the general meeting of shareholders to the expiry of the filed validity period of the debt financing plan.

III. Authorization of this debt financing plan

In order to ensure the smooth issuance of this debt financing plan, it is proposed to submit to the General Meeting of Shareholders to authorize the Board of Directors, which shall authorize the management of the Company to handle all matters related to this issuance, including but not limited to:

1. Within the scope permitted by laws and regulations, according to the market conditions and the Company's demands, to formulate the specific issuance plan of the debt financing plan applied for this issuance, and to revise and adjust the issuance terms of the debt financing plan for this issuance, including all matters related to the issuance terms, such as the filed limited amount, the issuance period, the issuance interest rate, the issuance method, and the underwriting method;
2. To carry out all negotiations related to the issuance of this debt financing plan on behalf of the Company, and to sign contracts, agreements and relevant legal documents related to this debt financing plan;
3. To engage intermediary agencies to handle matters related to the issuance of this debt financing plan;
4. To adjust the specific plan of this issuance and other related matters accordingly based on the opinions of the regulatory authorities in case of any change in the regulatory policies or market conditions;
5. To handle other matters related to the debt financing plan of this issuance;

6. The authorization shall be valid from the date of approval by the general meeting of shareholders until the date of completion of the matters under the authorization.

IV. Impact of this debt financing plan

The proposed debt financing plan is made to meet the Company's financing needs, which is conducive to further expanding financing channels, optimizing the debt structure, and reducing financial costs. It will have a favorable impact on the Company's financial condition and operation, promote its sustainable and stable development, and will not damage the legitimate rights and interests of the Company and its shareholders, especially minority shareholders.

The proposal has been deliberated and approved at the 20th Meeting of the 8th Board of Directors and the 21st Meeting of the 8th Board of Supervisors.

The above is the proposal for deliberation by shareholders.

Gotion High-tech Co., Ltd.

November 14, 2022

Proposal Seven

Proposal on Additional Estimation of Daily Connected Transactions

Dear shareholders,

I. Basic information of daily connected transactions:

(I) Overview of estimated daily connected transactions

In order to regulate the Company's business behavior and protect the legitimate interests of the Company and its shareholders, in accordance with relevant laws and regulations, additional daily connected transactions with Gotion Holding Group Co., Ltd. (hereinafter referred to as "Gotion Group") and its subsidiaries, Volkswagen (China) Investment Co., Ltd. (hereinafter referred to as "Volkswagen China") and its related parties, Shanghai Electric Gotion New Energy Technology Co., Ltd. (hereinafter referred to as "Electric Gotion") and its subsidiaries, MCC Ruimu New Energy Technology Co., Ltd. (hereinafter referred to as "MCC New Energy") have been estimated. The estimated aggregate amount of daily connected transactions is valid from the date when the proposal is approved by the General Meeting of Shareholders to the date when the estimated aggregate amount of daily connected transactions is approved by the Company's next annual general meeting of shareholders.

This related-party transaction does not constitute the major asset reorganization as provided in the *Administrative Measures for Major Asset Reorganization of Listed Companies*.

(II) Categories and amounts of estimated daily connected transactions

Unit: RMB 10,000

Connected Transaction Category	Related parties	Related-party transaction content	Pricing principle	The amount originally estimated	The amount expected to increase this time	The amount expected to occur after the increase	Amount incurred from January to September 2022	Amount incurred in the previous year
Accept labor services provided by related parties	Gotion Group and its subsidiaries	Commissioned processing	Pricing by agreement	0.00	15,000.00	15,000.00	1,697.96	0.00
	subtotal			0.00	15,000.00	15,000.00	1,697.96	0.00

Provide services to related parties	Volkswagen China and its affiliates (Note 1)	Development services, consulting services	Pricing by agreement	0.00	15,000.00	15,000.00	0.00	2,526.38
	subtotal			0.00	15,000.00	15,000.00	0.00	2,526.38
The sale of goods to related parties	Volkswagen China and its affiliates	Cell and battery pack	Market pricing	31,000.00 (Note 2)	30,000.00	61,000.00	16,135.88	11,403.29
	subtotal			31,000.00	30,000.00	61,000.00	16,135.88	11,403.29
Purchase materials, goods, etc from related parties	Electric Gotion and its subsidiaries	Cell assembly, battery pack, module, etc	Market pricing	10,000.00	140,000.00	150,000.00	18,279.00	5,385.46
	MCC New Energy	Ternary precursor	Market pricing	32,000.00	18,000.00	50,000.00	27,959.65	14,073.15
	subtotal			42,000.00	158,000.00	200,000.00	46,238.65	19,458.61
Total				73,000.00	218,000.00	291,000.00	64,072.49	33,388.28

Note 1: Volkswagen China is the largest shareholder of the Company and its affiliates refer to the enterprises that are considered as related parties of the Company according to the relevant provisions of the *Rules Governing the Listing of Shares on Shenzhen Stock Exchange* and based on the principle of prudence.

Note 2: The amount includes the original estimated amount of transactions between the Company and Volkswagen Automatic Transmission (Tianjin) Co., Ltd. (“Volkswagen Tianjin”) and Enoway (Suzhou) New Energy Technology Co., Ltd. (“Suzhou Enoway”). For details, please refer to the *Announcement on Estimated daily connected transactions in 2022* (Announcement No. 2022-023) disclosed on Juchao Information Website (www.cninfo.com.cn) on April 29, 2022.

(III) Actual occurrence of daily connected transactions in the previous year

Unit: RMB 10,000

Connected transaction category	Related parties	Related-party transaction content	Actual amount incurred	Estimated amount	Proportion of actual amount in similar business	Difference between the actual amount and estimated amount
Purchase raw materials, goods, etc. from related parties	Anhui Tongguan Copper Foil Group Co. Ltd. and its subsidiaries	Copper foil	8,757.52	30,000	12.08%	-70.81%
	Electric Gotion New Energy Technology Co., Ltd. and its subsidiaries	Batteries assembly	5,385.46	100,000	99.10%	-94.61%
	MCC Ruimu New Energy	Precursor	14,073.15	10,000	63.36%	40.73%

	Technology Co., Ltd.					
	Anhui Gotion Xiang Aluminum Technology Co. Ltd.	Battery case, aluminum profile	4,079.81	20,000	31.04%	-79.60%
	Hefei Xingyuan New Energy Material Co., Ltd.	Diaphragm	7,935.51	30,000	22.27%	-73.55%
	subtotal		40,231.45	190,000.00	--	--
Sell materials, goods, etc. to related parties	Electric Gotion New Energy Technology Co., Ltd. and its subsidiaries	Raw material	17,754.68	20,000	24.48%	-11.23%
	Electric Gotion New Energy Technology Co., Ltd. and its subsidiaries	Battery cells	12,071.27	20,000	2.42%	-39.64%
	Anhui Xin Avenue Transportation Co., Ltd. and its subsidiaries	Switch cabinet	1,504.07	30,000	4.25%	-94.99%
	Gotion Holding Group Co. Ltd. and its subsidiaries	Battery pack	5,856.28	100,000	30.37%	-94.14%
	Suzhou Enoway	Battery module	11,217.92	12,000	15.66%	-6.52%
	subtotal		48,404.22	182,000.00	--	--
Accept labor services provided by related parties	Anhui Minsheng Property Management Co. Ltd.	Property services	1,841.37	3,000	100%	-38.62%
	Hefei Dongyu Business Management Co., Ltd.	Entrust hotel and canteen management	272.89	1,000	100%	-72.71%
	Volkswagen (Tianjin) Volkswagen (Anhui) Parts Co., Ltd.	Training expenses	185.37	1,000	78%	-81.46%
	subtotal		2,299.63	5,000.00	--	--
Total			90,935.30	377,000.00	--	--
Disclosure date and index			For details, please refer to the Company's Announcement on the <i>Additional Estimation of daily connected transactions in 2021</i> (Announcement No. : 2021-038) and Announcement on the <i>Forecast of New daily connected transactions in 2021</i> (Announcement No. : 2021-074) disclosed on Juchao Information Website on April 22, 2021, and August 28, 2021, respectively.			
Statement by the Board of Directors of the Company on the significant difference between the actual occurrence and the estimated occurrence of daily connected transactions (if applicable)			The actual amount of related-party transactions incurred by the Company in 2021 is lower than the estimated total amount of related-party transactions in the year. The difference between the actual occurrence and the estimated amount is mainly influenced by market changes, the Company's business development, customer demand			

	changes and other factors. The related-party transactions occurred between the Company and related parties in 2021 meet the actual needs of the Company's production and operation, and the pricing is fair, without harming the interests of the Company and shareholders.
Description of the Company's independent directors on the large difference between the actual situation of daily connected transactions and the estimated situation (if applicable)	The daily connected transactions between the Company and related parties shall follow fair and just market principles and be based on the market price. The difference between the actual amount and the estimated amount of the Company's daily connected transactions in 2021 is a normal business behavior, and the transaction pricing is fair and reasonable, without damaging the Company's interests, having no significant impact on the current and future financial condition and operating results, nor affecting the Company's independence.

II. Introduction and relationship of related parties

(I) Basic information of the related parties

1. Gotion Holding Group Co., Ltd.

Date of establishment: 31 July 2002

Registered capital: 20 million yuan

Legal representative: Li Zhen

Registered address: 5th Floor, Tai 'an Building, Fengyang East Road, Yaohai District, Hefei City, Anhui Province

Type of enterprise: Limited liability company (investment or holding by natural person)

Scope: Real estate development, management and sales; Property management, house leasing; Hotel project development and management, tourist attractions development; Investment and consultation in the fields of new energy, new materials and new technologies; Decoration works. (For items subject to approval according to law, business activities can be carried out only upon approval by relevant authorities)

Ownership structure: Li Zhen, the actual controller of the Company, holds 92% equity of Gotion Group.

Relationship with the Company: Gotion Group is a company controlled by Mr. Li

Zhen, the actual controller of the Company.

2. Volkswagen (China) Investment Co., Ltd.

Date of establishment: February 4, 1999

Registered capital: \$130.41496 million

Legal Representative: RALF BRANDSTAETTER

Registered address: 103, 104, 105, 106, 1/F, 5 / F, 7 / F, Building 1, Yard 12, Qisheng Middle Street, Chaoyang District, Beijing

Type of enterprise: Limited liability company (Sole proprietorship of foreign legal person)

Business scope :(1) Invest according to law in the fields where foreign investment is permitted by the state; (2) As entrusted in writing by the enterprise in which it invests (unanimously approved by the board of directors), it shall provide the following services to the enterprise in which it invests: 1. Assist or act as an agent for the invested enterprise to purchase the machinery and equipment, office equipment and raw materials, components and spare parts for its own use from home and abroad, sell the products produced by the invested enterprise in the way of distribution in the domestic and foreign markets (except for vehicles), and provide after-sales service; 2. Balance foreign exchange among the invested enterprises with the consent and supervision of the foreign exchange control department; 3. Provide technical support, staff training, internal personnel management and other services for the invested enterprises in the process of product production, sales and market development; 4. Assist the invested enterprises to seek loans and provide guarantees; (3) Establish scientific research and development centers or departments within the territory of China to engage in the R&D of new products and high-tech technologies, to transfer their R&D results and to provide corresponding technical services; (4) Provide consulting services for its investors, and to provide its affiliated companies with market information, investment policies and other consulting services related to their investments; (5) Purchase the products produced by the invested enterprise for system integration and then sell them at home and abroad. If the products produced by the

invested enterprise cannot fully meet the needs of system integration, it is allowed to purchase system integration supporting products at home and abroad, but the value of the purchased system integration supporting products should not exceed 50% of the value of all products required for system integration; (6) Provide relevant technical training for domestic distributors, agents of the products of the invested enterprises, domestic companies/enterprises that have signed technology transfer agreements with the investment company, its parent company or its affiliated companies; (7) Provide operational leasing services of machinery and office equipment for the enterprises in which they invest, or to establish operational leasing companies according to law; (8) Undertake outsourcing services of domestic and foreign enterprises; (9) Provide warehousing, logistics and distribution services in accordance with relevant regulations; (10) Set up a finance company with the approval of the China Banking Regulatory Commission to provide relevant financial services to the investment company and its invested enterprises; (11) With the approval of the Ministry of Commerce, engage in overseas project contracting business and overseas investment, establish financial leasing companies and provide related services; (12) Entrusting other domestic enterprises to produce/process its products (except for complete vehicles) or its parent company's products (except for complete vehicles) and selling them at home and abroad; (13) Sell the spare parts, raw and auxiliary materials, equipment and special tools required for automobile maintenance services by wholesale, retail (without shops) or commission agency (except auction), and provide corresponding vehicle display, marketing and after-sales services; Wholesale daily necessities, class II medical devices; (14) Technology development, technology dissemination, technology transfer, technical consultation and technical services. (Market entities may independently select business items and carry out business activities according to law; for items subject to approval according to law, business activities shall be carried out in accordance with the approval from the relevant authorities; Not engage in business activities of items prohibited or restricted by the State or this Municipality's industrial policies.)

Ownership structure: Volkswagen Aktiengesellschaft holds 100% of its equity.

Relationship with the Company: Volkswagen China is the Company's largest

shareholder, holding 24.77% of the Company's equity.

3. Shanghai Electric Gotion New Energy Technology Co., Ltd.

Date of establishment: December 11, 2017

Registered capital: 500 million yuan

Legal representative: Yuan Yi

Registered address: Room 401, Building 3, 285 Hengyong Road, Jiading District, Shanghai

Type of enterprise: Other limited liability company

Business Scope: General projects: technical services, technology development, technology consultation, technology exchange, technology transfer, technology promotion; Information system integration service; Battery sales; Machinery and equipment sales; Sales of special equipment for environmental protection; Intelligent transmission and distribution and control equipment sales; Wholesale of electronic components; Charging pile sales; General mechanical equipment installation services; Project management services; Battery leasing. (Except for the projects subject to approval according to law, independently carry out business activities according to law with the business license) Permitted projects: all kinds of project construction activities; Import and export of goods; Technology import and export. (For items subject to approval according to law, business activities can be carried out only upon approval by relevant authorities, and the specific business projects shall be subject to approval documents or licenses of relevant authorities)

Ownership structure: The Company holds 45.40% of the equity of Electric Gotion, Shanghai Electric Group Co., Ltd. holds 47.40%, Shanghai Haohao New Energy Technology Partnership (Limited Partnership) holds 3.6%, and Shanghai Xuanneng New Energy Technology Partnership (Limited Partnership) holds 3.6%.

Relationship with the Company: Electric Gotion is an important shareholding subsidiary of the Company.

4. MCC Ruimu New Energy Technology Co., Ltd.

Date of establishment: September 6, 2017

Registered capital: 936.84 million yuan

Legal representative: Zong Shaoxing

Registered address: Steel and Electric Power Industrial Park, Caofeidian Industrial Zone

Type of enterprise: Limited liability company (state-owned holding)

Business Scope: R&D, production and sales: secondary battery materials, high energy storage and key electronic materials, high purity rare earth compounds, rare earth special alloys, high purity rare earth metals and products, rare earth hydrogen storage materials, 3D printing materials, new building materials; Recovery and utilization of industrial solid waste and used lithium-ion batteries (except for the above items involving dangerous goods and prohibited by industrial policies); New energy and new material technology extension service; Sales: Non-ferrous metal mineral products (excluding national special control), chemical products (excluding dangerous chemicals); Self-operated or agent import and export of goods and technologies (except those prohibited by the State or involving administrative examination and approval). (For items subject to approval according to law, business activities can be carried out only upon approval by relevant authorities)

Ownership structure: Hefei Gotion High-tech Power Energy Co., Ltd., a wholly-owned subsidiary of the Company, holds 30% equity of MCC New Energy, 51% is held by China Metallurgical Group Co., Ltd., 10% is held by BYD Co., Ltd., and 9% is held by Tangshan Caofeidian Development and Investment Group Co., Ltd.

Relationship with the Company: The Company indirectly holds 30% equity of MCC New Energy, and Wang Qiang, vice general manager of the Company, serves as the director of MCC New Energy. Zhang Hongli, director of the Company, has served as the director of MCC New Energy in the past 12 months.

(II) Major financial data of the related party in the latest period (Unit: RMB 10,000)

	As of June 30, 2022		January to June 2022	
Company's name	Total assets	Net assets	Operating income	Net profit
Gotion Group	318,067.06	79,505.79	15,805.22	1,200.67
Volkswagen China	7,772,291.12	6,816,221.74	107,177.74	657,250.14
Electric Gotion	320,175.57	31,451.26	40,907.27	-4,522.58
MCC New Energy	380,781.75	99,975.35	224,425.97	7,559.37

Note 1: The above financial data is unaudited.

(III) Contract performance capability of related parties

The above-mentioned related parties are not the person subject to enforcement for defaulters; they are in normal production and operation, good financial status, and credit status; they have good performance capability, which can normally perform the contracts in daily transactions. Hence, there is no major uncertainty about its capability to perform the agreements.

III. Main contents of related-party transactions

(I) Pricing policy and basis

The transactions between the Company and related parties are made following the principle of independent subject, fair and reasonable pricing, and based on the market price, without price premium or price discount. The transaction price shall be calculated according to the agreed price and the actual transaction quantity, and the payment arrangement and settlement method shall be executed according to the contract.

(II) Signing of related-party transaction agreements

The management of the Company is authorized to sign the related-party transaction

agreement with the related parties in the actual production and operation. Both parties may adjust, increase or decrease the said transactions according to the actual needs, changes in market conditions or other reasons. When the cumulative amount of the transactions exceeds the estimated amount, the Company will perform the corresponding approval procedures and information disclosure obligations. The implementation status shall be disclosed in the regular reports.

IV. Purpose of the transaction and impact on the listed company

The additional daily connected transactions expected to occur in the current year are required for the daily operation and business development of the Company. The transaction price is determined according to the fair market value, and there is no circumstance damaging the interests of the Company and shareholders. Such transactions will not affect the independence of the Company, nor will they result in the Company becoming dependent on the related parties for its primary business.

This proposal includes four sub-proposals, which shall be deliberated one by one by the shareholders attending the meeting, including:

7.01 Proposal on Additional Estimation of Daily Connected Transactions with Connected Party Gotion Group and Its Subsidiaries

7.02 Proposal on Additional Estimation of Daily Connected Transactions with Connected Party Volkswagen China and Its Affiliates

7.03 Proposal on Additional Estimation of Daily Connected Transactions with Connected Party Electric Gotion and Its Subsidiaries

7.04 Proposal on Additional Estimation of Daily Connected Transactions with Connected Party MCC New Energy

The proposal has been deliberated and approved at the 20th Meeting of the 8th Board of Directors and the 21st Meeting of the 8th Board of Supervisors.

The above is the proposal for deliberation by the relevant non-related shareholders item by item, and the related shareholders are requested to avoid voting on them.

Gotion High-tech Co., Ltd.

November 14, 2022

Implementation Measures for Remuneration of Directors, Supervisors and Senior Management

Chapter I General Provisions

Article 1 In order to encourage the directors, supervisors and senior executives of Gotion High-tech Co., Ltd. (hereinafter referred to as "the Company") to faithfully and diligently perform their duties, improve the corporate governance structure and incentive and restraint mechanism, level up the Company's operation and management, ensure the sustainable, stable and healthy development of the Company, the compensation implementation measures ("these Measures") are formulated in the light of the actual situation of the Company and upon approval of the remuneration and appraisal committee of the Board of Directors.

Article 2 These Measures apply to the following persons (hereinafter referred to as "senior executives") :

1. Company directors;
2. Company supervisor;
3. Senior management of the Company: general manager, deputy general manager, chief financial officer, secretary of the Board of Directors, etc.
4. Other core management personnel of the Company except senior management;
5. Other persons designated by the Board of Directors.

Article 3 The Company shall follow the following principles to establish the remuneration system for directors, supervisors and senior management and determine the remuneration standard and income level:

1. Reflect the principle of combining personal salary level with Company size and performance, external salary and environment, personal position and responsibility;
2. Embody the principle of distribution according to work and balanced responsibility, right and benefit, ensure that the salary commensurate with the position value and the

size of responsibility;

3. Reflect the principle of combining personal compensation with the long-term interests of the Company, and ensure that the compensation commensurate with the sustainable and healthy development of the Company;

4. Embody the principle of equal emphasis on incentives and restraints, equal reward and punishment, ensure that compensation commensurate with job responsibilities, performance and value creation.

Chapter II Allowances and remuneration of directors and supervisors

Article 4 The allowances and remuneration for directors and supervisors of the Company shall be implemented as follows:

1. Directors and supervisors are subject to allowances for their administrative expenses for participation in the Company's meetings of Board of Directors (Supervisors) and performance of their duties, and the allowances will be paid quarterly;

2. The Company shall bear the expenses of transportation, accommodation and research activities of the independent directors;

3. Directors and supervisors who hold specific management positions in the Company shall receive comprehensive remuneration according to their specific positions and posts in the Company; Directors and supervisors who do not hold specific management positions in the Company shall not receive remuneration.

Article 5 The directors of the Company shall enjoy the director's allowance as follows:

1. Chairman: 300,000 yuan/year (before tax);

2. Independent director: 300,000 yuan/year (before tax);

3. Other directors: 160,000 yuan/year (before tax).

Article 6 Supervisors of the Company shall enjoy supervisors' allowance, which is RMB 80,000 yuan/year (before tax).

Article 7 Allowances for directors and supervisors shall be paid by the Company on a quarterly basis, with individual income tax withheld and paid by the Company on behalf of them. If a director or supervisor ceases to hold the position of director or supervisor, or voluntarily waives the right to enjoy or receive the allowance, the payment of relevant allowance shall be stopped from the month following the occurrence of such event.

Article 8 The Company shall bear the reasonable expenses for the directors and supervisors to attend the meetings of the Board of Directors and the general meeting of shareholders and perform their duties according to the relevant provisions of the *Company Law* and the *Articles of Association*.

Article 9 If a director or supervisor is reprimanded by the stock exchange, punished by the securities regulatory department or other administrative or judicial departments in the course of performing their duties, the Board of Directors may, according to the seriousness of the case, make a disciplinary proposal of deducting or stopping the payment of allowances and submit it to the general meeting of shareholders for deliberation and approval.

Chapter III Remuneration of senior management

Article 10 Senior management shall perform management functions in accordance with the *Company Law* and the *Articles of Association*. Senior management are paid on an annual basis, which consists of basic salary, performance salary, seniority allowance and incentives.

1. Basic salary: the starting salary and coefficient shall be determined according to the position and division of responsibilities of the above persons, including technical confidentiality subsidy and various social insurance, which shall be paid monthly based in the light of the work objectives and responsibilities;
2. Performance salary: consistent with the amount of basic salary which is linked to the completion ratio of the Company's monthly production and operation indicators

and the progress of their respective key and special work tasks, with their respective performance and completion status of target tasks be appraised by the relevant appraisal department on an annual basis, and payments made according to work performance appraisal result;

3. Seniority subsidy: in order to reflect the share of service years in the salary, based on the starting salary and coefficient formulated by the Company, the seniority subsidy standard is determined according to the number of service years with the Company, which is paid monthly along with the basic salary;

4. Incentives: based on the completion status of the Company's annual business objectives, and taking the *Statement of Risk Target Contracting Responsibility* signed by the above-mentioned persons at the beginning of the year as the appraisal basis, the comprehensive appraisal is carried out in combination with the annual work performance and the progress of breakthroughs, reflecting the principle of paying equal attention to reward and punishment, sharing risk and responsibility, and closely linking personal interests with the Company's interests. The incentives are paid upon the year-end appraisal and assessment.

Article 11 The relevant department of the Company shall formulate the policy on the standard, performance appraisal and payment of basic salary and performance salary of senior management, and then submitted it to the remuneration and appraisal committee of the Board of Directors for examination and approval.

Article 12 The remuneration package for directors (non-senior management), supervisors and other core management of the Company except senior management shall be formulated by the general manager of the Company with reference to the above-mentioned salary and performance appraisal principles of senior management.

Article 13 The above remuneration shall be formulated on an annual basis, and the annual increase (or decrease) of remuneration shall be adjusted appropriately according to that of the Company's business performance.

Chapter IV Other Provisions

Article 14 In case of position change of senior executives due to work requirements, the current year salary of the departing and succeeding senior executives shall be calculated on a monthly basis based on the time of appointment and dismissal notice.

Article 15 If a senior executive concurrently holds two or more positions, his/her salary shall be subject to the standard for the position with higher duties. If a senior executive concurrently holds positions in subsidiaries or branches, he/she shall not receive salary in such subsidiaries or branches.

Article 16 In case a senior executive is subject to any of the following events during their tenure, the remuneration and appraisal committee may withhold or make no payment of the performance salary in the light of the actual situation, and reserves the right to pursue his/her legal liabilities:

- (1) Seriously violating the Company's rules and regulations or relevant regulatory provisions of listed companies, and receiving the punishment of serious warning from the Company;
- (2) Seriously damaging the interests of the Company or causing major economic losses to the Company;
- (3) Being punished by securities regulatory authorities for major violations of laws and regulations;
- (4) Being in violation of laws and regulations, or dereliction of duty, resulting in major decision-making mistakes, major safety and liability accidents, and causing serious impact on the Company or loss of the Company's assets;
- (5) Being subject to law and discipline by relevant authorities;
- (6) Being removed from office for personal reasons or leaving office without authorization.

Article 17 The remuneration referred to in these Measures refers to pre-tax remuneration, and the individual income tax involved is uniformly withheld and paid by the Company. Social insurance, provident fund, enterprise annuity and the like are

strictly subject to applicable national and local laws and regulations.

Article 18 In case the normal production and operation of the Company is affected by force majeure events, causing abnormal fluctuations in business results, the remuneration and appraisal committee may make necessary adjustments to the remuneration of senior executives in the light of the actual situation.

Article 19 These Measures shall be implemented by the human resource center, financial management center and other relevant departments of the Company.

Chapter V Supplementary Provisions

Article 20 These Measures shall be formulated by the remuneration and appraisal committee of the Board of Directors of the Company, submitted to the Board of Directors for approval, and then submitted to the general meeting of shareholders of the Company for approval before implementation. The same shall also apply when these Measures are amended and repealed.

Upon these Measures taking effect, the *Implementation Measures for Remuneration of Directors, Supervisors and senior management (December 2010)* and the *Management System for Allowance of Directors and Supervisors (July 2015)* issued by the Company shall be repealed simultaneously.

Article 21 The power to interpret these Measures shall rest with the remuneration and appraisal committee of the Board of Directors.

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

July 7, 2022

Attachment Two

Securities Investment and Derivatives Trading Management System

Chapter I General Provisions

Article 1 In order to regulate the securities investment and derivatives trading of Gotion High-tech Co., Ltd. (hereinafter referred to as "the Company") and its holding subsidiaries, prevent investment risks, strengthen risk control, protect the safety of the Company's funds and property, safeguard the legitimate rights and interests of the Company and its shareholders, this Policy is hereby formulated in accordance with the *Securities Law of the People's Republic of China*, the *Rules Governing the Listing of Shares on Shenzhen Stock Exchange*, the *Self-Regulatory Guidelines for Listed Companies of Shenzhen Stock Exchange No. 1 - Standardized Operation on the Main Board*, the *Self-Regulatory Guidelines for Listed Companies of Shenzhen Stock Exchange No. 7 - Transactions and Connected Transactions* and other laws and regulations, departmental rules, normative documents, as well as the relevant provisions of the *Articles of Association* and in the light of the actual situation of the Company.

Article 2 The securities investment mentioned in this Policy includes allotment or subscription of new shares, securities repurchase, stock and depository receipt investment, bond investment and other investment activities recognized by Shenzhen Stock Exchange.

The derivatives transactions mentioned in this Policy refer to the transactions of forward, futures, swaps (swap), options and other products or financial instruments with the characteristics of the above products. The underlying assets of derivatives can be either securities, indexes, interest rates, exchange rates, currencies, commodities and others, or a combination of the foregoing.

The securities investment and derivatives trading in this Policy shall not apply to:

- (1) Securities investment and derivatives trading as the primary business of the Company or its holding subsidiary;

- (2) Investment with fixed income or commitment to break even;
- (3) Participating in the allotment of shares or exercising the preemptive rights of other listed companies;
- (4) Purchase of more than 10% of the total share capital of other listed companies with a plan to hold the securities investment for more than three years;
- (5) Investments made by the Company before its initial public offering and listing.

Article 3 Basic principles for the Company to carry out securities investment and derivatives trading

- (1) When engaging in securities investment and derivatives trading, the Company shall follow the principles of legality, prudence, safety and effectiveness, establish and improve the internal control system, control investment risks and focus on investment performance. The feasibility and necessity of investment shall be analyzed, and the investment scale and period shall be reasonably determined according to the risk tolerance.
- (2) The Company shall carry out securities investment and derivatives transactions with the Company's own idle funds. The transaction scale of the Company must adapt to the asset structure and cannot affect the normal operation of its primary business.
- (3) The Company shall reasonably arrange and use funds to develop its primary business and shall not use the raised funds to engage in securities investment and derivatives trading.
- (4) The futures varieties of the Company engaged in hedging business shall be limited to the products related to the production and operation of the Company or the required raw materials and shall not engage in derivatives speculation under the excuse of hedging.
- (5) The Company shall not make high-risk investments such as securities investment and derivatives trading within 12 months after using the over raised funds to permanently supplement the working capital.
- (6) When engaging in derivatives trading, the Company shall reasonably allocate professionals such as investment decision-making, business operation and risk control, and designate the Audit committee of the Board of Directors to review the necessity,

feasibility and risk control of derivatives trading. When necessary, professional institutions may be engaged to issue feasibility analysis reports on derivatives transactions.

(7) When engaging in derivatives trading, the Company shall, in principle, control the matching of spot and derivatives in terms of type, scale and time, and formulate practical contingency plans according to the characteristics of derivatives business, so as to timely respond to major emergencies that may occur during the trading process.

Article 4 The Company shall conduct securities investment and derivatives transactions in the name of the Company and through the Company's account and shall not use the account of others or lend the Company's account to others.

Article 5 This Policy is applicable to the Company and its subsidiaries (including wholly-owned subsidiaries and holding subsidiaries). Without the consent of the Company, subsidiaries shall not conduct securities investment and derivatives transactions.

Chapter II Decision-Making Authority and Approval Procedures

Article 6 The decision-making authority of securities investment is as follows:

- (1) If the amount of securities investment accounts for less than 10% of the Company's latest audited net assets or the absolute amount does not exceed RMB10 million, it shall be approved by the Chairman of the Board of Directors;
- (2) If the amount of securities investment accounts for not less than 10% of the Company's latest audited net assets and the absolute amount exceeds RMB10 million, it shall be reviewed and approved by the Board of Directors before investment and the obligation of information disclosure shall be performed in a timely manner;
- (3) If the total amount of securities investment accounts for not less than 50% of the Company's latest audited net assets and the absolute amount exceeds 50 million yuan, it shall also be submitted to the general meeting of shareholders for deliberation and approval after being approved by the Board of Directors;
- (4) If the securities investment is made between the Company and related parties, the

corresponding examination and approval procedures for related-party transactions shall be performed, taking the amount of securities investment as the calculation standard.

Article 7 The decision-making authority of derivatives trading is as follows:

(1) When the Company is engaged in derivatives trading, the management shall issue a feasibility analysis report on derivatives trading and submit it to the Board of Directors. The implementation can only be carried out upon being deliberated and approved by the Board of Directors and being timely disclosed. Independent directors shall give special opinions thereon.

(2) The Company's derivatives investment which is beyond the authority of the Board of Directors but not for the purpose of hedging shall not be implemented until it is deliberated and approved by the Board of Directors, and receives the special opinion of the independent directors, and then submitted to the general meeting of shareholders for deliberation and approval.

(3) Derivatives related transactions between the Company and its related parties shall be submitted to the general meeting of shareholders for deliberation and approval in addition to the deliberation and approval of the Board of Directors.

Article 8 When the Company conducts securities investment and derivatives transactions, if it is difficult to perform the deliberation procedures and disclosure obligations for each transaction due to transaction frequency and timeliness requirements, it can make reasonable estimation of the transaction scope, amount and period of the above matters in the next 12 months, and such transactions shall, based on the aggregate amount, be subject to the relevant deliberation procedure and information disclosure obligation provided in Article 6 and Article 7 of this Policy. The relevant aggregate amount limit shall be valid for more than 12 months, and the amount of securities investment or derivatives trading (including the relevant amount of reinvestment of the proceeds of the above investment) at any time point within the period shall not exceed the approved transaction amount limit.

Chapter III Transaction Management and Risk Control

Article 9 The Board of Directors and the general meeting of shareholders of the Company are the main decision-making bodies for the Company's securities investment and derivatives trading. The management of the Company shall sign agreements and contracts related to securities investment and derivatives transactions within the scope authorized by the Board of Directors or the general meeting of shareholders.

Article 10 The Investment Management Department of the Company is the executive department of securities investment and derivative transactions of the Company and its subsidiaries. In accordance with the principle of centralized management and unified implementation, the Investment Management Department is responsible for formulating the business processes of securities investment and derivatives trading, establishing a risk management system to monitor market risks and operational risks, preparing and implementing securities investment and derivatives trading plans, following up on the transaction amount limit to monitor the project implementation management, and filing and safekeeping transaction materials and agreements.

Article 11 The Audit Committee of the Board of Directors shall organize the Internal Audit Department to review the securities investment and derivatives trading projects in advance, issue review opinions, and provide feedback to the Chairman and the Secretary of the Board of Directors. According to the review opinions of the Audit Committee of the Board of Directors, the Chairman of the Board of Directors shall, in accordance with the decision-making authority specified in this Policy, give an official reply to implement or suspend the proposed investment project, or submit it to the Board of Directors or the general meeting of shareholders for deliberation.

Article 12 The Secretary of the Board of Directors shall be responsible for the public disclosure of the Company's securities investment and derivatives transaction information, other directors, supervisors, senior management and relevant insiders shall not release any unpublicized securities investment and derivatives transaction

information without the written authorization of the Board of Directors.

Article 13 The Financial Department of the Company is responsible for the raising, allocation and use management of funds required for securities investment and derivatives transactions, the accounting of relevant projects, checking and supervising their legality and authenticity to prevent the loss of the Company's assets, the management of relevant project deposits, timely accounting treatment of securities investment and derivatives trading related businesses, and filing and safekeeping relevant files.

Article 14 The Legal Department of the Company shall be responsible for drafting, reviewing and handling relevant disputes and lawsuits arising from venture capital matters, preventing legal risks arising from securities investment and derivatives transactions, ensuring that securities investment and derivatives transactions comply with laws and regulations and the Company's policies, and protecting the legitimate rights and interests of the Company.

Article 15 The Internal Audit Department of the Company shall be responsible for auditing and supervising the standardization of high-risk investment matters such as securities investment and derivatives trading and the effectiveness of internal control mechanism. It shall inspect the implementation of transactions every six months, issue inspection reports and submit them to the Audit Committee of the Board of Directors. At the end of each fiscal year, a comprehensive inspection of derivatives transactions shall be conducted, and a report shall be made to the Secretary of the Board and the Audit Committee of the Board. For projects that fail to achieve the expected returns, the Board of Directors shall be reported promptly.

Article 16 Independent directors shall express independent opinions on whether the relevant approval procedures for securities investment and derivatives transactions are in compliance with regulations, whether the internal control procedures are established and sound, and the impact on the Company. Independent directors may

inspect the use of funds for securities investment and derivatives trading. When necessary, with the consent of more than half of all the independent directors, independent directors have the right to appoint an independent external audit institution to conduct special audit of securities investment and derivatives trading funds.

Article 17 The Board of Supervisors of the Company has the right to supervise the use of funds for securities investment and derivatives trading.

Article 18 The Company shall set appropriate stop-loss limits according to the business types of derivatives transactions or different counterparties, clarifying the business process of stop-loss, and strictly enforce the stop-loss provisions. The Investment Management Department shall track changes in the open market price or fair value of derivatives, assess changes in the risk exposure of traded derivatives in a timely manner, submit a risk analysis report to the management and the Board of Directors, including the execution of derivatives trading authorization, derivatives trading position, risk assessment results, profit and loss of derivatives trading for the current period, the implementation of stop-loss limits, etc.

Article 19 All relevant departments of the Company shall establish and improve relevant business processes to ensure the separation of responsibilities in personnel, information, accounts, funds, accounting and data archiving. The relevant departments shall also ensure that relevant persons are familiar with relevant laws, regulations and normative documents related to various securities investment and derivatives transactions, abide by the Company's confidentiality policy, and shall not disclose relevant transaction information without permission or conduct illegal transaction. In case of any violation of relevant laws and regulations, this Policy and other provisions of the Company, resulting in losses to the Company, the relevant responsible persons shall be punished according to the specific circumstances, and the relevant responsible person shall bear corresponding liabilities according to law.

Chapter IV Information Disclosure

Article 20 The Board of Directors of the Company shall continuously follow up on the implementation progress and investment safety of securities investment and derivatives trading. The Company shall disclose the securities investment, derivatives transactions and corresponding profits and losses during the reporting period in the periodic report. In case of abnormal circumstances such as investment losses of a relatively large amount, measures shall be taken immediately, and the disclosure obligation shall be performed as required.

Article 21 Where the sum of impairment of the fair value of the Company's traded derivatives and the change in the value of the assets (if any) used for risk hedging results in a total loss or floating loss of 10% of the Company's audited net profit attributable to the shareholders of the listed Company in the most recent year and the absolute amount exceeds RMB10 million, the Company shall disclose it in a timely manner.

Article 22 The Board of Directors of the Company shall submit the following documents and announcements to Shenzhen Stock Exchange within two trading days after making resolutions on securities investment and derivatives trading.

- (1) Resolutions of the Board of Directors and announcements;
- (2) Independent opinions of the independent directors on whether the relevant approval procedures are compliant, whether the internal control procedures are established and sound, and the impact on the Company;
- (3) Sponsors' express consent opinion (if any) upon check on the compliance of securities investment and derivatives transactions, the impact on the Company, the risks, and whether the risk control measures taken by the Company are sufficient and effective;
- (4) Other documents required by Shenzhen Stock Exchange.

Article 23 The securities investment and derivatives transactions announcement disclosed by the Company shall at least include the following items:

- (1) Overview of investment, including investment purpose, investment amount, investment method, investment period, funding source, etc.;
- (2) Approval procedures required to be performed for this investment;
- (3) Investment risk analysis and risk monitoring and management measures to be taken by the Company;
- (4) The impact of investment on the Company;
- (5) Opinions of independent directors;
- (6) Opinions of intermediary agencies (if any);
- (7) Other information required by Shenzhen Stock Exchange.

Article 24 The Company shall disclose the securities investment and the derivatives transactions that have been carried out during the reporting period in the periodic report.

Chapter V Supplementary Provisions

Article 25 Matters not covered in this Policy shall be subject to the relevant laws, regulations, normative documents, the *Articles of Association* and other relevant provisions; in case of any conflict between this Policy and the relevant laws, regulations, normative documents issued in the future or the *Articles of Association* modified through legal procedures, the relevant laws, regulations, normative documents, the *Articles of Association* and other relevant provisions shall prevail, and this Policy shall be revised in a timely manner.

Article 26 The power to interpret and revise this Policy shall rest with the Board of Directors of the Company. This Policy shall come into force for implementation from the date when it is deliberated and approved by the general meeting of shareholders of the Company.

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

July 7, 2022