

Gotion High-Tech Co., Ltd.
Third Extraordinary General Meeting of
Shareholders in 2023

Meeting Materials

November 16, 2023

Notice of the Third Extraordinary General Meeting of Shareholders in 2023

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.

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Agenda of the Third Extraordinary General Meeting of Shareholder in 2023

I. Meeting time: November 16, 2023 (Thursday), 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:

No.	Matters to be Deliberated
1	Proposal on the Intended Registration and Issuance of Pooled Short-Term Financing Bills
2	Proposal on the Formulation of the External Donation Management Policy

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.

Proposal 1

Proposal on the Intended Registration and Issuance of Pooled Short-Term Financing Bills

Dear shareholders,

Under the call of the state to support advanced manufacturing industry, the development direction of financial support for private enterprises has been firmly established. As one of the advanced manufacturing enterprises in Anhui Province, in order to further broaden the financing channels and optimize the financing structure, the Company intends to apply to the China Association of Inter-bank Market Dealers for the registration and issuance of the Yangtze River Delta advanced manufacturing industry enterprises pooled short-term financing bills, with an issuance scale of no more than RMB 500 million (including RMB 500 million) (hereinafter referred to as the "Issue").

In accordance with the *“Listing Rules of the Stocks on the Shenzhen Stock Exchange”* and the Company’s *“the Articles of Association”* and other relevant provisions, the registration and issuance of the short-term financing bills do not constitute a connected transaction, nor do it constitute a major reorganization of assets as stipulated in the *“Measures for the Administration of Major Asset Reorganization of Listed Companies”*. The details are explained as follows:

I. The specific program of the issuance

1. Issuer: Gotion High-Tech Co., Ltd.;
2. Issuing market: China Inter-bank Bond Market;
3. Issue size: The intended size of the application for registration and issuance is not more than RMB 500 million, and the final issue size will be subject to the quota set out in the registration notice obtained by the Company in the China Association of Inter-bank Market Dealers and the company's actual issuance needs;
4. Issue interest rate: The specific issue interest rate will be determined in accordance

with the actual situation of the inter-bank bond market at the time of issuance;

5. Time and period of issuance: To be issued at one time or in installments at an opportune time within the validity period of the registration, with the maximum period of a single issuance not exceeding one year (inclusive), and the specific period of issuance will be determined in accordance with the Company's capital requirements and market conditions;

6. Method of issuance: Underwriting method, public issuance by underwriters in the China inter-bank bond market;

7. Object of issuance: Institutional investors in China's inter-bank bond market (except for purchasers prohibited by national laws and regulations);

8. Repayment method: One-time repayment of principal and interest at maturity;

9. Credit enhancement method: Transaction credit enhancement is provided by China Bond Credit Enhancement Corporation;

10. Use of raised funds: Including but not limited to repayment of bank loans, supplementing the Company's working capital and other purposes in line with the regulations.

II. Authorization matters of the issuance

In order to improve the efficiency of this 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 this issuance, including but not limited to:

1. Within the scope permitted by laws and regulations, and in accordance with market conditions and the Company's needs, the Company will formulate the specific issuance program for the registration and issuance of short-term financing bills as well as revise and adjust the terms of the issuance, including but not limited to the scale of issuance, issuance period, issuance interest rate, issuance method, underwriting method, use of raised funds, and other matters relating to the terms of the issuance;

2. Represent the Company in all negotiations relating to the Offering and sign, amend and file contracts, agreements and related legal documents in connection with the Offering;
3. Engage the lead underwriter and other relevant intermediaries to handle the offering and other related matters;
4. In the event of changes in regulatory policies or market conditions, the specific program of the Issue and other related matters may be adjusted accordingly on the basis of the opinions of the regulatory authorities, except for matters relating to relevant laws, regulations and “*the Articles of Association*” of the Company which must be restated by the General Meeting of Shareholders of the Company;
5. To carry out the necessary formalities in connection with the Offering, including but not limited to, formalities in connection with the relevant registration procedures, issuance and circulation of transactions, and other related matters;
6. The above authorization shall be valid since the date of consideration and approval by the shareholders' General Meeting of Shareholders of the Company and shall continue to be valid during the validity period of the registration and continuation of the Company's registration for the issuance of the short-term financing bills.

III. Impact of the issuance on the Company

The Company's application for registration and issuance of short-term financing bills will help enhance the influence and recognition of the Company in the bond market, broaden the financing channel, optimize the financing structure, have a positive impact on the Company's production and operation, promote the sustainable and stable development of the Company, and will not harm the legitimate rights and interests of the Company and its shareholders, especially the small and medium-sized shareholders.

This proposal has been deliberated and approved at the Company's the 4th Meeting of the 9th Board of Directors and the 4th Meeting of the 9th Board of Supervisors.

Now this proposal is presented to you for your deliberation.

Gotion High-Tech Co., Ltd.

November 16, 2023

Proposal 2

Proposal on the Formulation of the External Donation Management Policy

Dear shareholders,

In order to further regulate the company's external donation behavior, strengthen the management of the company's external donation matters, on the basis of fully safeguarding the rights and interests of shareholders, creditors and employees, and better fulfill the company's social responsibility, according to the “*Company Law of the People's Republic of China*”, “*Donations Law for Public Welfare of the People's Republic of China*” and other laws and regulations, normative documents, and the relevant provisions in “*Articles of Association*” of the company, in conjunction with the actual situation of the company, the company has formulated the “*External Donation Management Policy of Gotion High-Tech Co., Ltd.*”.

This proposal has been deliberated and approved at the 4th meeting of the 9th Board of Directors of the Company.

Now this proposal is presented to you for your deliberation.

Annex 1: The External Donation Management Policy of Gotion High-Tech Co., Ltd.

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Annex 1:

Gotion High-Tech Co., Ltd.

External Donation Management Policy

Chapter 1 General Provisions

Article 1 In order to regulate the external donation behavior of Gotion High-tech Co., Ltd. (hereinafter referred to as the “Company”) and strengthen the management of the external donation matters of the Company, safeguard the interests of shareholders, creditors and employees, and better fulfill the social responsibility of the Company, in accordance with the “*Company Law of the People's Republic of China*”, “*Donations Law for Public Welfare of the People's Republic of China*” and other laws and regulations, normative documents and relevant provisions of the “*Articles of Association of Gotion High-Tech Co., Ltd.*” (hereinafter referred to as the “*Articles of Association*”), in conjunction with the actual situation of the Company, this policy is hereby formulated.

Article 2 The “external donation” refers to in this policy a kind of behavior that the company voluntarily and gratuitously gives the legal property that it has the right to dispose of to the lawful donee for the public welfare that is not directly related to the production and operation activities.

Article 3 This policy applies to the external donation behavior of the company and its wholly-owned and controlling subsidiaries.

Chapter 2 Principles of External Donation

Article 4 The external donation should follow the following principles and requirements:

(1) Legitimacy and compliance: External donations shall comply with laws and regulations, shall not violate social morality, shall not harm the public interests and the legitimate rights and interests of other citizens, and shall not harm the legitimate

interests of the shareholders of the company, and shall not bribe, misappropriate and transfer the assets of the Company through donations.

(2) Voluntary and gratuitous: After the company makes external donations, the company shall not require the donee to create convenient conditions in financing, market access, administrative licenses, possession of other resources, etc., and shall not engage in profit activities in the name of donation.

(3) Clarity of rights and responsibilities: Directors, supervisors, senior management or other employees of the Company shall not donate property owned by the Company to the public on the personal behalf. The use of donated property should respect the wishes of the donor, in line with the public welfare purposes, and donated property can not be used for other purposes.

(4) Implementation within one's competence: The Company shall implement external donations within the scope of its ability and shall not affect the normal operation activities of the Company. Except for special circumstances, when the company is expected to have incurred losses or the external donation will lead to losses or affect the normal production and operation of the company, the company shall not donate externally.

(5) Honesty and trustworthy: Donations that the Company has considered and decided in accordance with its internal policy and has already committed to the public or the donee of the donations must be honestly fulfilled.

Chapter 3 Types and Beneficiaries of External Donations

Article 5 Types of external donations:

(1) Public welfare donations: Donations to education, science, culture, health care, sports, environmental protection and the construction of public facilities in society.

(2) Relief donations: Donations provided to areas that suffer from natural disasters or the state recognized as "old, young, border, poor" and social organizations including

charitable associations, the Red Cross, the Federation of the Disabled and the youth foundations, etc. and difficult vulnerable social groups and individuals, for production, living relief and aid.

(3) Other donations: In addition to the above donations, the Company's donations for humanitarian purposes or to promote social development and progress and other social public and welfare undertakings required by the company to fulfill its social responsibilities.

Article 6 The direct and ultimate beneficiaries of the company's external donations shall be public welfare social organizations, non-profit public welfare institutions, vulnerable social groups or difficult individuals. Among these, public welfare social organizations are foundations, charitable organizations and other social organizations, which establish based on the law and aim to develop public welfare; non-profit public welfare institutions refers to educational institutions, scientific research institutions, medical and health institutions, social and public cultural institutions, social and public sports institutions and social welfare institutions, which establishing based on the law and engage in public welfare for non- profit purpose.

Article 7 The company shall not give donations to units or individuals that have a controlling and controlled relationship with the company in aspects of equity, operation or finance.

Chapter 4 Scope of Externally Donated Assets

Article 8 The company's property that can be used for external donations includes cash, physical assets (including goods in stock, fixed assets and other tangible assets, etc.).

Article 9 The main fixed assets required for the company's production and operation, the equity and debts held by the company, the property entrusted to the escrow, the state authorized reserve materials, the state financial allocations, the

property that has been set up as a security right, the property whose ownership relationship is unclear, or the deteriorated, damaged, expired and obsolete commodities and materials shall not be used for external donations.

Chapter 5 Decision-making Procedures and Rules for External Donations

Article 10 The approval of the Company's external donations shall strictly follow the approval procedures according to the authority as stipulated in the relevant national laws and regulations and this policy and other regulations.

Article 11 The decision-making procedures for external donations of the Company incurred within each fiscal year, including cash donations and donations of physical assets (whose value is calculated on the basis of net book value), are regulated as the followings:

- (1) If the amount of a single or cumulative donation accounts for above 30 percent of audited net profit for the most recent fiscal year or the absolute amount exceeds RMB 50 million, it shall be implemented after it is considered by the Board of Directors and submitted to the General Meeting of Shareholders of the Company for approval.
- (2) If the amount of a single or cumulative donation accounts for above 10 percent of audited net profit for the most recent fiscal year or the absolute amount does not exceed RMB 50 million, it shall be implemented after the consideration and approval by the Board of Directors.
- (3) If the above standards are not met, the donation shall be implemented after the approval of the general manager.

Behaviors of donation arising from the same subject and the same matter within a consecutive twelve-month period, and donations shall be regarded as a single donation and calculated cumulatively.

In the fulfillment of the above consideration procedures, if the cumulative external donations occurring in the same fiscal year have already fulfilled the relevant consideration procedures in accordance with the foregoing provisions, they shall no longer be included in the scope of the relevant cumulative calculation.

Article 12 The company's party and mass work department is the centralized management department of external donations, responsible for organizing and preparing the annual budget of external donations, overall managing the external donations work of the Company, monitoring the amount of external donations.

Article 13 The company's external donations, made by the relevant departments to draw up donation programs and submit applications for donations, after approved by the department head, shall be fulfilled according to relevant approval procedures regulated in this policy. Donation program should include the following: the cause of the donation, the donation object, the donation route, the donation method, the responsible person of the donation, the composition of the donated property and its amount, as well as the handover procedures of donation property (if any), compliant receipts received after the donation and so on. The compliance department of the Company shall verify the donation matters. Before submitting to the decision-making process of external donation, the relevant departments shall submit the proposed external donation program to the compliance department of the Company, the compliance department of the Company shall carry out compliance verification of the reasons for the donation and the object of the donation, and the relevant departments shall cooperate with the compliance department of the company for compliance verification.

Article 14 External donations of the wholly-owned subsidiaries and controlling subsidiaries of the company are managed as if they were donations of the company. The company's subsidiaries involved in external donation matters, shall report to the company in accordance with the above provisions, and shall donate externally after the approval of the relevant approval procedure in this policy.

Article 15 For the company's approved external donation matters, the relevant departments shall properly file for reference after obtaining the relevant documents approval, donation certificate, donation execution information and other relevant materials that are involved in the donation program, and shall report to the party and mass work department of company for record, and the party and mass work department shall establish a memorandum of account register.

Chapter 6 Inspection and Monitoring of External Donations

Article 16 The internal audit department of the company is responsible for supervising and checking the company's external donation behavior, urging the handling department is strictly in accordance with this policy and the company's internal rules of procedure, and preventing and stopping arbitrary external donation behavior.

Article 17 Failure to implement the provisions of this policy and unauthorized external donations or the use of power for personal gain, transfer of assets and other illegal and undisciplined donations, the company will, depending on the severity of the case, take measures such as salary reduction and demotion, removal from office, termination of labor contract, etc. for the directly responsible supervisors and other persons, and transfer them to the judicial organs if they constitute a crime.

Chapter 7 Additional Article

Article 18 In this policy, the term “above” is inclusive of this number and the term “exceed” is exclusive of this number.

Article 19 Matters not covered in this policy shall be implemented in accordance with relevant laws, regulations, normative documents and relevant provisions of the “*Articles of Association*” of the Company; in the event that this policy contradicts with relevant laws, regulations, normative documents enacted in the future or the

Articles of Association of the Company amended through lawful procedures, matters shall be implemented in accordance with relevant laws, regulations, normative documents and relevant provisions of the “*Articles of Association*” of the Company, and this policy shall be revised in a timely manner.

Article 20 This policy has been prepared by the Board of Directors of the Company, which is responsible for its interpretation.

Article 21 This policy shall take effect and be implemented on the date when it is reviewed and approved by the Board of Directors and submitted to the General Meeting of Shareholders of the Company for approval, and the same shall apply when it is revised.

Gotion High-Tech Co., Ltd.

October 26, 2023