

Wafangdian Bearing Company Limited

Resolution of the 9th Session of 9th BOD

The Company and all members of the BOD guarantee that the information disclosed is true, accurate and completed, and that there are no false records, misleading statements or material omissions.

I. Convening of the Board Meeting

1. Time and manner of the notification

The notice on convening the 9th session of 9th BOD under the name of Wafangdian Bearing Company Limited was sent by written fax on April 16, 2024.

2. Time, place and manner of the Board Meeting

The 9th session of 9th BOD to be held on 26 April 2024 at 8:00 a.m. in the conference room 1004 of the office building of Wafangdian Group by means of on-site combined video conferencing.

3. Number of directors who should have attended the Meeting and actual number of directors who attended

12 directors should attend, 12 actually attended

4. Moderator of the Meeting and participants of the Meeting

The Meeting was chaired by President Mr. Liu Jun, and Some of the company's supervisory executives attended the meeting.

5. The Meeting of the BOD was held in accordance with the relevant provisions of Company laws and Article of Association.

II. Meeting consideration

1. Report of BOD of 2023;

Voting result: 12 valid votes, 12 in favor, 0 against, 0 abstentions

2. Annual Report of 2023 and Summary;

Voting result: 12 valid votes, 12 in favor, 0 against, 0 abstentions

3. Financial Report for year of 2023 (Audited);

Voting result: 12 valid votes, 12 in favor, 0 against, 0 abstentions

4. Profit Distribution Plan of 2023;

Voting result: 12 valid votes, 12 in favor, 0 against, 0 abstentions

According to the audit of Lipan Certified Public Accountants (Special General Partnership), the company's net profit attributable to the shareholders of the parent company in 2023 is -99,478,593.09 yuan, plus the undistributed profit at the beginning of the year is -556,691,657.88 yuan, and the profit available for distribution is -656,170,250.96 yuan. The legal surplus reserve of 0 yuan is withdrawn, and the total profit available for distribution to shareholders is 0 yuan. The cash dividend distributed to shareholders in 2022 is 0 yuan less, and the undistributed profit at the end of the period is -656,170,250.96 yuan.

Considering the actual situation and operational requirements of the company, it has been decided by the company through research that in 2023, the Company will not pay dividends, send bonus shares, and convert the accumulation fund into additional capital stock.

5. Self-assessment Report of Internal Control for the year 2023;

This proposal has been reviewed and approved by the audit Committee before being submitted to the Board of Directors for consideration.

Voting result: 12 valid votes, 12 in favor, 0 against, 0 abstentions

6. Proposal on the provision for credit impairment and asset impairment in 2023;

Voting result: 12 valid votes, 12 in favor, 0 against, 0 abstentions.

7. Motion concerning uncovered losses exceeding one third of the paid-in capital stock;

Voting result: 12 valid votes, 12 in favor, 0 against, 0 abstentions.

8. 2024 Production and operation plan;

Voting result: 12 valid votes, 12 in favor, 0 against, 0 abstentions.

9. A proposal on the company's forecast of daily connected transactions in 2024;

Before the proposal was submitted to the Board of Directors for consideration, it had been reviewed at a special meeting of independent directors and approved by all independent directors.

At the time of voting on the above motion, the related directors Liu Jun, Zhang Xinghai, Chen Jiajun and Sun Najuan recused themselves from voting on this motion. The vote shall be taken by the other 8 non-related directors.

Voting result: 8 valid votes, 8 for, 0 against and 0 abstentions.

10. 2024 Financial estimates;

Voting result: 12 valid votes, 12 in favor, 0 against, 0 abstentions.

11. A proposal for the renewal of the appointment of an accounting firm;

This proposal has been reviewed and approved by the audit Committee before being submitted to the Board of Directors for consideration.

Voting result: 12 valid votes, 12 in favor, 0 against, 0 abstentions.

The board of directors decided to accept the proposal of the audit committee and hire Lixin CPA Firm (Special General Partnership) as the internal control audit agency for 2024 and the audit agency for 2024 financial report of the company. The audit fee for 2024 financial report and internal control audit

fee total RMB 700,000 yuan (including tax, travel expenses and certification fees, etc.). Including financial report audit fee of 550,000 yuan, internal control audit fee of 150,000 yuan.

12.2024 First quarter report;

Voting result: 12 valid votes, 12 in favor, 0 against, 0 abstentions.

13.2024 Final financial statements for the first quarter (unaudited);

Voting result: 12 valid votes, 12 in favor, 0 against, 0 abstentions.

14. Motion on the election of independent director candidates for the ninth Board of Directors;

The proposal was approved by the Nomination Committee before it was submitted to the Board of Directors for consideration.

Voting result: 12 valid votes, 12 in favor, 0 against, 0 abstentions.

After examination by the board of directors of the company, it is considered that Ms. Li Riyu has obtained the qualification certificate of independent director recognized by Shenzhen Stock Exchange and meets the qualifications of independent director, so she is independent.

The qualifications and independence of independent director candidates shall not be submitted to the company's general meeting of shareholders for deliberation until there is no objection to the filing examination by Shenzhen Stock Exchange.

For the full text of the nominee Statement and candidate Statement, please refer to the announcement on <http://www.cninfo.com.cn>.

15. A motion to hold the 2023 Annual General Meeting of shareholders;

Voting result: 12 valid votes, 12 in favor, 0 against, 0 abstentions.

The Company's Board of Directors has scheduled the 2024 Annual Meeting of shareholders for May 24, 2024.

The reported issues as the follows:

- 1. Special report on the independence self-examination of the company's independent directors;**
- 2. The company's performance evaluation report to the accounting firm;**
- 3. Report of the audit Committee of the Board of Directors on the performance of supervision duties by the accounting firm;**
- 4. Report on the performance of the Audit Committee in 2023;**
- 5. Annual report of independent directors for 2023.**

The full text of the motions 1, 2, 5, 6, 7, 9, 11, 12, 15 and five reported items can be found on the designated information disclosure website (<http://www.cninfo.com.cn>).

Motions 1, 2, 3, 4, 6, 7, 9, 10, 11, 14 are to be submitted to the 2023 Annual General Meeting of shareholders for consideration and adoption.

III. Documents Available for Reference

1. Resolution of the ninth meeting of the ninth Board of Directors of Wafangdian Bearing Co., LTD.;
2. 2023 Annual audit report;
3. The 2023 annual report and the 2024 first-quarter report signed and stamped by the company's legal representative, the person in charge of accounting work and the person in charge of accounting institution;
4. Internal control audit report;
5. Resolution of special meeting of independent directors;
6. Resolutions of the Board of Auditors.

Hereby notify

Board of director of
Wafangdian bearing Company limited
April 29, 2024

Annex:**1. Resume of independent director candidates**

Ms. Li Riyu, born in 1964, professor, Zhuang ethnic group, CPA, doctoral candidate, member of the Communist Party of China. After graduation, he has been teaching at the School of Accounting of Dongbei University of Finance and Economics. In addition to teaching in the School of Accounting of Dongbei University of Finance and Economics, he has worked as a part-time corporate accounting supervisor, a certified public accountant of an accounting firm, a researcher of Sanyou Accounting Research Institute, a part-time researcher of China Internal Control and Risk Management Research Center, a deputy director of the accounting Department, a director of the accounting Department, and a special financial expert of the Equipment Finance Bureau of the Ministry of Public Security. The Ministry of Education specially engaged Chinese science and technology paper online review expert, the Ministry of Finance specially engaged accounting qualification examination and review expert, listed company independent director and other positions (Hausen Shares independent director).

Ms. Li Riyu does not hold shares of the Company; There is no association with the shareholders, actual controllers, other directors, supervisors and senior managers of the company who hold more than 5% of the company's shares; Meet the employment conditions required by the Company Law and other relevant laws, regulations and regulations, and have not been identified as a market prohibited person by the China Securities Regulatory Commission, and have not been punished by the China Securities Regulatory Commission and other relevant departments or the stock exchange; Have the requisite independence and qualifications to be an independent director.

The above candidates are not persons subject to enforcement for breach of trust.