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LEAPMOTOR

ZHEJIANG LEAPMOTOR TECHNOLOGY CO., LTD.

浙江零跑科技股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 9863)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Zhejiang Leapmotor Technology Co., Ltd. (the “**Company**”), will be held at Meeting Room, 12/F, Xintu Building, No. 451 Wulianwang Street, Binjiang District, Hangzhou, Zhejiang Province, China on Wednesday, 11 October 2023 at 2:00 p.m. for the purpose of considering, and if thought fit, passing with or without amendments, the following resolutions:

SPECIAL RESOLUTIONS

1. To consider and approve the resolution of the proposed amendments to the articles of association of the Company.
2. To consider and approve the resolution of the proposed amendments to the rules of procedure for the general meeting of the Company.
3. To consider and approve the resolution of the proposed amendments to the rules of procedure for the board of supervisors of the Company.
4. To consider and approve the amendment to the general mandate to issue shares granted by the shareholders of the Company on 17 May 2023 (the “**Issuance Mandate**”):

“**THAT**: conditional upon the passing of resolution numbered 1,

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) and paragraph (b) below, the Issuance Mandate be and is hereby generally and unconditionally amended to the effect to authorize the directors of the Company to (i) allot, issue and deal with additional ordinary shares in the share capital of the Company, (ii) make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable

laws, rules and regulations and the provisions of the Articles of Association, (iii) make any amendments to the Articles of Association in relation to issue of Shares and registered capital as it duly thinks necessary, and (iv) take any other necessary actions and proceed with other necessary procedures in order to implement the issue and realize the increase in registered capital;

(b) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

(i). a Rights Issue (as defined below);

(ii). the exercise of options under a share option scheme of the Company; and

(iii). any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued Shares, as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

(c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever the earliest of:

(i). the conclusion of the next annual general meeting of the Company;

(ii). the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and

(iii). the date on which the authority set out in this resolution is revoked or varied by a special resolution of the shareholders in a general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

By order of the Board
Zhejiang Leapmotor Technology Co., Ltd.
Mr. Zhu Jiangming
*Founder, Chairperson of the Board and
Chief Executive Officer*

Hong Kong, 20 September 2023

As at the date hereof, the executive Directors of the Company are Mr. Zhu Jiangming, Mr. Wu Baojun and Mr. Cao Li; the non-executive Director of the Company is Mr. Jin Yufeng; and the independent non-executive Directors of the Company are Mr. Fu Yuwu, Dr. Huang Wenli and Ms. Drina C Yue.

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at this meeting is entitled to appoint another person as proxy to attend and vote instead of him/her/it. A proxy need not be a member of the Company. A shareholder who is the holder of two or more shares of the Company may appoint any number of proxies to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. Where there are joint registered holders of any share, any one of such persons may vote at this meeting, either personally or by proxy, in respect of such share as if he/she/it were solely entitled thereto; but if more than one of such joint holders are present at the meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of members of the Company in respect of the relevant joint holding.
4. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarized copy of that power or authority, must be deposited at the Company’s H Share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H Shares) or the Company’s registered office in the PRC at 1/F, No. 451 Wulianwang Street Binjiang District, Hangzhou Zhejiang Province, China (for holders of Domestic Shares) not less than 24 hours before the time appointed for holding the meeting (i.e. not later than 2:00 p.m. on Tuesday, 10 October 2023 (Hong Kong time)) or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the form of proxy shall be deemed to be revoked.

5. For the purpose of determining the identity of the holders of H Shares entitled to attend and vote at the meeting, the register of members of the Company will be closed from Friday, 6 October 2023 to Wednesday, 11 October 2023, both dates inclusive, during which period no transfer of H Shares will be registered. In order to be eligible to attend and vote at the meeting, unregistered holders of H Shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 5 October 2023 (Hong Kong time), being the last registration date.
6. References to time and dates in this notice are to Hong Kong time and dates.
7. If a tropical cyclone warning signal number 8 or above or is hoisted, or "extreme conditions" caused by super typhoons or a black rainstorm warning or is/are in force at 2:00 p.m. on 11 October 2023, the EGM will not be held on 11 October 2023 but will be postponed to a later date and if postponed, the Company will as soon as practicable post an announcement on the websites of Hong Kong Exchanges and Clearing Limited and the Company.