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TSINGTAO BREWERY COMPANY LIMITED
(a Sino-foreign joint stock limited company established in the People's Republic of China)
(Stock Code: 168)

**(1) PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION;
(2) PROPOSED AMENDMENTS TO ORDER OF MEETING FOR
SHAREHOLDERS' GENERAL MEETING; ORDER OF MEETING FOR THE
BOARD OF DIRECTORS; AND ORDER OF MEETING FOR THE
SUPERVISORY COMMITTEE**

This announcement is made by Tsingtao Brewery Company Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

On 14 February 2023, the State Council published the “Decision of the State Council to Repeal Certain Administrative Regulations and Documents*” (《國務院關於廢止部分行政法規和文件的決定》). Accordingly, the “Special Provisions of the State Council Concerning the Overseas Securities Offering and Listing by Limited Stock Companies*” (《國務院關於股份有限公司境外募集股份及上市的特別規定》) (the “**Special Provisions**”) was abolished. On 17 February 2023, with the approval of the State Council, the China Securities Regulatory Commission (the “**CSRC**”) published the “Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies*” (《境內企業境外發行證券和上市管理試行辦法》). Accordingly, the “Mandatory Provisions for Companies Listing Overseas*” (《到境外上市公司章程必備條款》) (the “**Mandatory Provisions**”) was abolished, with effect from 31 March 2023. The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) amended the Listing Rules based on the aforementioned new regulations, with effect from 1 August 2023. In addition, to regulate independent directors’ behavior, give full play to their role in the governance of listed companies, and promote and improve the quality of listed companies, the CSRC and the Shanghai Stock Exchange published the “Measures for the Administration of Independent Directors of Listed Companies*” (《上市公司獨立董事管理辦法》) and the “Rules Governing the Listing of Stocks on Shanghai Stock Exchange (revised in August 2023)” (《上海證券交易所股票上市規則(2023年8月修訂)》) in August 2023, successively. Based on the aforementioned institutional amendments and taking into account the Company’s actual needs for operation and management, the board of directors of the Company (the “**Board**”) proposes amendments to the Articles of Association and agrees to authorise the secretary of the Board to handle matters related to the amendments, including but not limited to making appropriate and necessary amendments or adjustments to the Articles of Association according to the opinions of the regulatory authorities and handling the business registration and filing required for the amendments to the Articles of Association, etc.

The major amendments include: (1) deleting relevant content under the “Mandatory Provisions” in the Articles of Association, including arbitration provisions in relation to dispute resolution; (2) updating and adjusting expressions in several chapters and clauses in the Articles of Association, including but not limited to, among other things, the increase, decrease and repurchase of shares, financial assistance for purchasing the Company’s shares, transfer of shares, shareholders’ rights and obligations, shareholders’ general meetings, the board of directors, the supervisory committee, qualifications and obligations of directors, supervisors, president, and other senior management officers, and dissolution and winding up of the Company, in accordance with the Company Law of the People’s Republic of China and the CSRC’s “Guidelines for the Articles of Association of Listed Companies*” (《上市公司章程指引》), and other relevant regulations; (3) making several amendments in relation to the appointment and performance of independent directors, in accordance with CSRC’s “Measures for the Administration of Independent Directors of Listed Companies*” (《上市公司獨立董事管理辦法》), the “Rules Governing the Listing of Stocks on Shanghai Stock Exchange (revised in August 2023)*” (《上海證券交易所股票上市規則(2023年8月修訂)》), and other relevant regulations; and (4) other modifications for compliance and standardisation.

In addition, based on the consultation conclusions of the “Consultation Paper on Proposals to Expand the Paperless Listing Regime and Other Rule Amendments” published by Stock Exchange in June 2023, the relevant amendments to the Listing Rules will come into effect on 31 December 2023, so that, among other things, to the extent permitted under all applicable laws and regulations, the listed issuer must (i) send or otherwise make available the corporate communications (as defined under the Listing Rules) to the relevant holders of its securities using electronic means; or (ii) make the corporate communications available on its website and the Stock Exchange’s website.

The Board also proposes to amend certain provisions of the Order of Meeting for Shareholders’ General Meeting, the Order of Meeting for the Board of Directors and the Order of Meeting for the Supervisory Committee to, among other things, align with the proposed amendments to the Articles of Association. The aforementioned proposed amendments will not cause any changes to the existing rights of the Company’s class shareholders or the existing arrangements in relation to class meetings.

According to the Articles of Association and the relevant laws and regulations, the aforementioned proposed amendments shall be subject to consideration and approval of the shareholders at the 2024 first extraordinary general meeting of the Company (the “EGM”) by way of special resolution.

A circular of the Company containing details of, among other things, the proposed amendments to the Articles of Association, the Order of Meeting for Shareholders' General Meeting, the Order of Meeting for the Board of Directors and the Order of Meeting for the Supervisory Committee, will be despatched to the shareholders in due course. The notice of EGM will also be despatched to the shareholders in due course.

By Order of the Board
Tsingtao Brewery Company Limited
Zhang Rui Xiang
Company Secretary

Qingdao, the People's Republic of China
28 December 2023

Directors of the Company as at the date of this announcement are:

Executive Directors: Mr. HUANG Ke Xing (Chairman), Mr. JIANG Zong Xiang, Mr. WANG Rui Yong and Mr. HOU Qiu Yan

Independent Non-executive Directors: Mr. XIAO Geng, Mr. SHENG Lei Ming, Mr. JIANG Xing Lu, Ms. Rania ZHANG and Mr. SONG Xue Bao

** For identification purposes only*