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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)**

**PROPOSED CHANGE OF NON-EXECUTIVE DIRECTOR;  
AND  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

**PROPOSED CHANGE OF NON-EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (the “**Directors**”) of Zhejiang Leapmotor Technology Co., Ltd. (the “**Company**”) hereby announces that the Board has received a proposal from Stellantis as a shareholder, due to change in Mr. Douglas Ostermann’s position, it is proposed to remove Mr. Douglas Ostermann from his position as a non-executive Director of the second session of the Board, and to nominate Mr. Davide Mele as a non-executive Director of the second session of the Board.

As at the date of this announcement, the Board has resolved to propose the removal of Mr. Douglas Ostermann from his position as a non-executive Director of the second session of the Board, and to nominate Mr. Davide Mele as a candidate for non-executive Director of the second session of the Board, subject to approval by the shareholders of the Company at a shareholders’ general meeting. Mr. Douglas Ostermann’s directorship will cease from the date when the relevant resolution is considered and passed at the shareholders’ general meeting. The appointment of Mr. Davide Mele will be effective from the date on which the relevant resolution is considered and approved at the shareholders’ general meeting until the expiry of the term of the current second session of the Board, subject to re-election in accordance with the articles of association of the Company (the “**Articles of Association**”).

The biography details of Mr. Davide Mele are as follows:

Mr. Davide Mele, aged 52, serving as a member of the Stellantis Leadership team, responsible for Product Planning. He joined Fiat Group in 2001 as a Senior Auditor and held various roles in Europe, North America and LATAM, serving as Head of Group and North America Platform Finance & Capital Expenditure, Financial Planning & Analysis, Chief Financial Officer and Head of Business Development for LATAM and then Deputy COO for LATAM leading the launch of Jeep for the region. In 2018, he was appointed Deputy COO for FCA’s EMEA Region, focusing on brands, leading the electrification challenge, and on business development, with the merger between FCA and Groupe PSA becoming Deputy COO for Enlarged Europe of the new Stellantis. Since June 2025, he has been serving as Head of Programs & Product Planning of Stellantis. Prior to June 2025 he was Head of Global Parts & Services of Stellantis. Mr. Davide Mele holds a degree in engineering from Politecnico di Torino (Italy).

The Company will enter into a Director's service contract with Mr. Davide Mele. Mr. Davide Mele will not receive any remuneration for acting as a non-executive Director of the Company.

Save as disclosed above, as of the date of this announcement, Mr. Davide Mele confirmed that: (1) he did not hold any directorships in other listed companies in the past three years and has no other major appointments or professional qualifications; (2) he does not hold any positions in the Company or the Company's subsidiaries; (3) he does not have any relationship with any Directors, supervisors, senior management, substantial or controlling shareholders of the Company or any of the Company's subsidiaries; and (4) he does not have any interests in the Company's shares within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed herein, the Board is not aware of any other information in relation to the proposed appointment of Mr. Davide Mele as a Director that is required to be disclosed pursuant to the requirements set out in Rules 13.51(2) (h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and there are no other matters concerning the proposed appointment of such Director that need to be brought to the attention of the shareholders of the Company.

Mr. Douglas Ostermann has confirmed that he has no disagreement with the Board and the Company, and that there is no any other matter in respect of his resignation that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited.

The Board would like to express its gratitude to Mr. Douglas Ostermann for his valuable contributions to the Company during his tenure of office.

## **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

In accordance with the Company Law of the People's Republic of China (Revised in 2023) and with reference to the relevant laws and regulations including the Guidelines for the Articles of Association of Listed Companies, regulatory documents, as well as the relevant provisions of the Articles of Association, taking into account the guidance from the market regulatory authorities and the issuance of 14,633,225 H Shares by the Company resulting from the exercise of options under the pre-IPO share option scheme (adopted on June 22, 2022), the registered capital of the Company has increased from RMB1,407,179,427 to RMB1,421,812,652, the Board proposed to make conforming amendments to relevant articles of the Articles of Association, the details of which are as follows:

No.	Existing Articles	Amended Articles
1	<b>Article 6</b> The registered capital of the Company is RMB1,407,179,427.	<b>Article 6</b> The registered capital of the Company is RMB1,421,812,652.
2	<p><b>Article 8</b> The legal representative of the Company shall be a Director who executes the Company's affairs on behalf of the Company. The chairman of the Board shall be the Director executing the Company's affairs on behalf of the Company and the legal representative of the Company.</p> <p>If the Chairman serving as the legal representative resigns, he/she shall be deemed to have resigned as the legal representative at the same time. Upon resignation of the legal representative, the Company shall determine a new legal representative within 30 days from the date of the resignation.</p>	<p><b>Article 8</b> The legal representative of the Company shall be a Director who executes the Company's affairs on behalf of the Company <b>and be elected by the Board.</b> The chairman of the Board shall be the Director executing the Company's affairs on behalf of the Company and the legal representative of the Company.</p> <p>If the Chairman serving as the legal representative resigns, he/she shall be deemed to have resigned as the legal representative at the same time. Upon resignation of the legal representative, the Company shall determine a new legal representative within 30 days from the date of the resignation.</p>
3	<b>Article 21</b> The total number of Shares of the Company is 1,407,179,427, all of which are ordinary Shares.	<b>Article 21</b> The total number of Shares of the Company is 1,421,812,652, all of which are ordinary Shares.
4	<p><b>Article 34</b> The Company's H Shares shall be signed by <b>the chairman of the Board</b>. If the securities regulatory authority or the stock exchange of the place where the Company's H Shares are listed requires the signature of other senior management personnel of the Company, it shall also be signed by other relevant senior management personnel. The H Shares shall become effective after the Company's seal is affixed or stamped in printed form. The affixing of the Company's seal on the H Shares shall be authorized by the Board. The signature of <b>the chairman of the Board</b> or other relevant senior management personnel on the H Shares may also be in printed form.</p> <p>Under the conditions of paperless issuance and trading of the Company's Shares, separate regulations of the securities regulatory authority and the stock exchange of the place where the Company's Shares are listed shall apply.</p>	<p><b>Article 34</b> The Company's H Shares shall be signed by <b>the legal representative</b>. If the securities regulatory authority or the stock exchange of the place where the Company's H Shares are listed requires the signature of other senior management personnel of the Company, it shall also be signed by other relevant senior management personnel. The H Shares shall become effective after the Company's seal is affixed or stamped in printed form. The affixing of the Company's seal on the H Shares shall be authorized by the Board. The signature of <b>the legal representative</b> or other relevant senior management personnel on the H Shares may also be in printed form.</p> <p>Under the conditions of paperless issuance and trading of the Company's Shares, separate regulations of the securities regulatory authority and the stock exchange of the place where the Company's Shares are listed shall apply.</p>

No.	Existing Articles	Amended Articles
5	<p><b>Article 113</b> Directors may submit their resignation upon the expiry of their term. The resigning Directors shall submit a resignation report to the Board in writing.</p> <p>In the event that the resignation of a Director will result in the Board of the Company falling <b>below the minimum quorum</b>, the original Directors shall perform their duties as Directors pursuant to laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and the Articles of Association until a new Director assume his/her post.</p> <p>Save for the aforesaid circumstances, the Director's resignation takes effect upon delivery of his/her resignation report to the Board.</p>	<p><b>Article 113</b> Directors may submit their resignation upon the expiry of their term. The resigning Directors shall submit a resignation report to the Board in writing.</p> <p>In the event that the resignation of a Director will result in the Board of the Company falling <b>below the quorum</b>, the original Directors shall perform their duties as Directors pursuant to laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and the Articles of Association until a new Director assume his/her post.</p> <p>Save for the aforesaid circumstances, the Director's resignation takes effect upon delivery of his/her resignation report to the Board.</p>
6	<p><b>Article 136</b> Interim board meetings may be proposed to be convened by shareholders representing more than 10% of the voting rights, more than one-third of the Directors, the Board of Supervisors, chairman, general manager and two or more independent non-executive Directors. The chairman shall convene the meeting within 10 days of receiving such proposal, and preside over the meeting.</p> <p>For the convening of interim Board meetings, the Board of Directors shall notify all Directors in writing 3 days before the meeting, except that in special or emergency cases, interim board meetings shall be convened by means of on-site meeting, telephone or fax. In case of emergency, if it is necessary to convene an interim board meeting as soon as possible with a notice by telephone or other oral means, the convener shall make an explanation at the meeting.</p>	<p><b>Article 136</b> Interim board meetings may be proposed to be convened by shareholders representing more than 10% of the voting rights, more than one-third of the Directors, the Board of Supervisors, chairman, general manager and two or more independent non-executive Directors. The chairman shall convene the meeting within 10 days of receiving such proposal, and preside over the meeting.</p> <p>For the convening of interim Board meetings, the Board of Directors shall notify all Directors in writing 3 days before the meeting, except that in special or emergency cases, interim board meetings shall be convened by means of on-site meeting, telephone or fax. In case of emergency, if it is necessary to convene an interim board meeting as soon as possible with a notice by telephone or other oral means, the convener shall make an explanation at the meeting.</p>

No.	Existing Articles	Amended Articles
	For matters requiring voting at interim board meetings, if the Board of Directors has distributed the contents of the proposal proposed to be voted on to all Directors in writing (including by fax and e-mail) and ensured that the Directors can fully express their opinions, they can vote by communication and make resolutions <b>without convening a Board meeting</b> . However, a valid resolution may only be achieved when the number of Directors who signs for consent reaches the number required for making decisions as stipulated in the Articles of Association.	For matters requiring voting at interim board meetings, if the Board of Directors has distributed the contents of the proposal proposed to be voted on to all Directors in writing (including by fax and e-mail) and ensured that the Directors can fully express their opinions, they can vote by communication and make resolutions. However, a valid resolution may only be achieved when the number of Directors who signs for consent reaches the number required for making decisions as stipulated in the Articles of Association.
7	<b>Article 140</b> The resolutions of the Board of Directors can be made by filling in a ballot in writing or by a show of hands. The resolutions of the interim Board meetings can be made by means of fax, <b>signature of draft resolution of the Board</b> , telephone or video conference and the signature of the attending Directors, provided that the Directors' opinions are fully expressed.	<b>Article 140</b> The resolutions of the Board of Directors can be made by filling in a ballot in writing or by a show of hands. The resolutions of the interim Board meetings can be made by means of fax, telephone or video conference and the signature of the attending Directors, provided that the Directors' opinions are fully expressed.

According to the Articles of Association and the relevant laws and regulations, the foregoing amendments to the Articles of Association will take effect subject to the approval of the shareholders of the Company by way of a special resolution at a shareholders' general meeting. The Articles of Association are prepared in Chinese with no official English version. Any English translation is for reference only. In the event of any inconsistency, the Chinese version shall prevail.

The Company will publish a circular containing details of the foregoing resolutions and a notice of the shareholders' general meeting in due course.

By order of the Board  
**Zhejiang Leapmotor Technology Co., Ltd.**  
**Mr. Zhu Jiangming**

*Founder, Chairperson of the Board and Chief Executive Officer*

Hong Kong, November 17, 2025

*As at the date of this announcement, the Board comprises Mr. Zhu Jiangming, Mr. Cao Li and Mr. Zhou Hongtao as executive Directors; Mr. Grégoire Olivier, Mr. Douglas Ostermann and Mr. Jin Yufeng as non-executive Directors; and Mr. Fu Yuwu, Ms. Drina C Yue and Mr. Shen Linhua as independent non-executive Directors.*