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# CATL

**Contemporary Amperex Technology Co., Limited**

**寧德時代新能源科技股份有限公司**

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

**(Stock Code: 3750)**

## **PLACING OF NEW H SHARES UNDER GENERAL MANDATE**

### **Overall Coordinators, Placing Agents and Capital Markets Intermediaries**

**BofA Securities**

**CICC**

**J.P. Morgan**

**Morgan Stanley**

*(in alphabetical order)*

### **INTRODUCTION**

The Board is pleased to announce that on April 28, 2026 (before trading hours), the Company entered into the Placing Agreement with the Placing Agents, pursuant to which the Placing Agents have conditionally agreed, as the Company’s placing agents, to procure not less than six Placers (who and whose ultimate beneficial owners will be Independent Third Parties) to subscribe for 62,385,000 Placing Shares at the Placing Price of HK\$628.20 per Placing Share.

Assuming that there will be no change in the number of issued Shares between the date of this announcement and the Completion Date, the 62,385,000 Placing Shares under the Placing represent approximately 40.01% of the number of existing issued H Shares and approximately 1.38% of the number of existing issued Shares (excluding treasury shares) as of the date of this announcement, and approximately 28.58% of the number of issued H Shares and approximately 1.36% of the number of issued Shares (excluding treasury shares) as enlarged by the allotment and issue of the Placing Shares.

The gross proceeds from the Placing amount to approximately HK\$39,190.26 million, while the net proceeds from the Placing, after deduction of the placing commission and other relevant costs and expenses of the Placing, are estimated to be approximately HK\$39,110.31 million. The net issue price per Placing Share is estimated to be approximately HK\$626.92 per Placing Share.

No Shareholders' approval is required for the Placing and the allotment and issue of the Placing Shares by the Company, as the Placing Shares will be allotted and issued pursuant to the General Mandate granted to the Board by special resolution of the Shareholders passed at the AGM, under which the Board may issue H Shares up to 5% of the total Shares (excluding treasury shares) as of the date of the passing of the resolution at the AGM.

It is expected that the Placing Agents will procure not less than six Placees, who will be professional, institutional or other investors, to subscribe for the Placing Shares or, failing which, to subscribe themselves for the Placing Shares.

**The Completion is subject to the Placing Agreement not being terminated, and the satisfaction (or waiver) of a number of conditions under the Placing Agreement. Accordingly, the Placing may or may not proceed. Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the Shares.**

## INTRODUCTION

The Board is pleased to announce that on April 28, 2026 (before trading hours), the Company entered into the Placing Agreement with the Placing Agents, pursuant to which the Placing Agents have conditionally agreed, as the Company's placing agents, to procure not less than six Placees (who and whose ultimate beneficial owners will be Independent Third Parties) to subscribe for 62,385,000 Placing Shares at the Placing Price of HK\$628.20 per Placing Share.

The principal terms of the Placing Agreement are set out below.

## THE PLACING AGREEMENT

Date: April 28, 2026 (before trading hours)

Parties: (i) the Company; and  
(ii) the Placing Agents

### Placing Agents

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of the Placing Agents and their respective ultimate beneficial owner(s) are Independent Third Parties.

### Placees

It is expected that the Placing Agents will procure not less than six Placees, who will be professional, institutional or other investors, and who and whose ultimate beneficial owners shall be Independent Third Parties to subscribe for the Placing Shares or, failing which, to subscribe themselves for the Placing Shares.

## Number of Placing Shares

Assuming that there will be no change in the number of issued Shares between the date of this announcement and the Completion Date, the 62,385,000 Placing Shares under the Placing represent:

- (i) approximately 40.01% of the number of existing issued H Shares and approximately 1.38% of the number of existing issued Shares (excluding treasury shares) as of the date of this announcement; and
- (ii) approximately 28.58% of the number of issued H Shares and approximately 1.36% of the number of issued Shares (excluding treasury shares) as enlarged by the allotment and issue of the Placing Shares.

## Placing Price

The Placing Price of HK\$628.20 per Placing Share represents:

- (i) a discount of approximately 7.00% to the closing price of HK\$675.50 per H Share as quoted on the Hong Kong Stock Exchange on the Last Trading Day;
- (ii) a discount of approximately 10.46% to the average closing price of approximately HK\$701.60 per H Share as quoted on the Hong Kong Stock Exchange for the last 5 consecutive trading days up to and including the Last Trading Day; and
- (iii) a discount of approximately 5.71% to the average closing price of approximately HK\$666.23 per H Share as quoted on the Hong Kong Stock Exchange for the last 20 consecutive trading days up to and including the Last Trading Day.

The Placing Price was determined with reference to the market conditions and the prevailing market price of the H Shares and was negotiated on an arm's length basis between the Company and the Placing Agents. The Directors consider that the Placing Price and the terms and conditions of the Placing Agreement are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

The Placing Shares have an aggregate nominal value of RMB62,385,000 based on a nominal value of RMB1.00 per Share.

## Ranking of the Placing Shares

The Placing Shares will, upon allotment and issue, rank *pari passu* in all respects among themselves and with the other H Shares in issue on the date of allotment and issue of the Placing Shares free from all liens, charges and encumbrances, and together with all rights attaching to them as of the date of issue of the Placing Shares, including the right to receive all dividends declared, made or paid on a record date which falls on or after the date of issue of the Placing Shares.

## Conditions of the Placing

Completion of the Placing is conditional upon the fulfilment or waiver of the following conditions (each of which, other than condition (i) below, may be waived by the Placing Agents in their sole discretion):

- (i) the Listing Committee of the Hong Kong Stock Exchange granting approval for the listing of, and permission to deal in, the Placing Shares (the “Listing Condition”), and such listing and permission not subsequently being revoked prior to the Completion;
- (ii) before the Completion, there shall not have occurred: (a) any suspension or limitation of trading (1) in any of the Company’s securities by the Hong Kong Stock Exchange or the Shenzhen Stock Exchange (save and except for any trading halt in relation to the Placing); or (2) generally on the Hong Kong Stock Exchange, the Shanghai Stock Exchange, the Shenzhen Stock Exchange, the London Stock Exchange, the New York Stock Exchange or the NASDAQ National Market or (b) any outbreak or escalation of hostilities, act of terrorism, the declaration by Hong Kong, the PRC or the United States of a national emergency or war or other calamity or crisis; or (c) any material disruption in commercial banking or securities settlement or clearance services in Hong Kong, the PRC or the United States and/or a general moratorium on commercial banking activities having been declared by the relevant authorities in any such jurisdiction; or (d) any material adverse change or development involving a prospective material adverse change in or affecting the financial markets in Hong Kong, the PRC or the United States or in international financial, political or economic conditions, currency exchange rates, exchange controls or taxation, that, in the discretion of the Placing Agents, would make the Placing or the enforcement of contracts to subscribe for or purchase the Placing Shares impracticable or inadvisable or inexpedient to proceed therewith, or would materially prejudice trading of the Placing Shares in the secondary market;
- (iii) the representations and warranties made by the Company pursuant to the Placing Agreement being true and accurate and not misleading as of the date of the Placing Agreement and the Completion Date;
- (iv) the Company having complied with all of the agreements and undertakings and satisfied all of the conditions on its part to be complied with or satisfied under the Placing Agreement on or before the Completion Date; and
- (v) the Placing Agents having received on the Completion Date (a) an opinion of U.S. counsel to the Placing Agents to the effect that the offer and sale of the Placing Shares by the Placing Agents as set forth in the Placing Agreement are not required to be registered under the U.S. Securities Act of 1933, as amended, and such other matters as the Placing Agents shall reasonably request; (b) the final draft or substantially complete draft of the CSRC Filings and (where applicable) the opinion of PRC counsel to the Company in relation to the CSRC Filings; (c) the opinion of PRC counsel to the Placing Agents in relation to the CSRC Filings; and (d) the final draft or substantially complete draft of the verification notes of the CSRC Filings prepared by the PRC counsel to the Placing Agents in relation to the CSRC Filings, in each case in form and substance reasonably satisfactory to the Placing Agents.

In the event that (i) the Listing Condition has not been satisfied by 14 days after the date of the Placing Agreement or such other date as may be agreed between the Company and the Placing Agents; (ii) any of the events set out in paragraph (ii) above occurs at any time between the date of the Placing Agreement and the Completion Date, or (iii) the Company does not deliver the Placing Shares on the Completion Date, or (iv) any of the conditions set out in paragraph (v) above has not been satisfied or waived in writing on the dates specified therein, the Placing Agents may elect, in their sole discretion, to terminate the Placing Agreement forthwith, provided that if the Company shall have delivered some but not all of the Placing Shares on the Completion Date, the Placing Agents shall have the option to effect the Placing with respect to such Placing Shares as have been delivered, but such partial Placing shall not relieve the Company from liability for their default with respect to the Placing Shares not delivered.

## **Completion**

Conditional upon the satisfaction or waiver of the conditions set out above, the Completion shall take place on the Completion Date, being the second Business Day after the date on which the last of the conditions shall have been satisfied (or waived), or such other time and/or date as the Company and the Placing Agents may otherwise agree in writing and in compliance with the Listing Rules.

As Completion is subject to the satisfaction of certain conditions precedent, the Placing may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

## **Lock-up Undertakings by the Company**

The Company undertakes to the Placing Agents that it shall not, without the prior written consent of the Placing Agents: (i) effect, arrange or procure the placement of, allot or issue, or offer to allot or issue, or grant any option, right or warrant to subscribe for, or enter into any transaction which is designed to, or might reasonably be expected to, result in any of the aforesaid (whether by actual disposition or effective economic disposition due to cash settlement or otherwise), directly or indirectly, any H Shares of the Company or any securities convertible into, or exercisable or exchangeable for, H Shares of the Company; (ii) enter into any swap or similar agreement that transfers, in whole or in part, the economic risk of ownership of such H Shares, whether any such transaction described in (i) or (ii) above is to be settled by delivery of H Shares or such other securities, in cash or otherwise; or (iii) publicly announce an intention to effect any such transaction, in each case for a period beginning on the date of the Placing Agreement and ending on the date which is 90 days after the Completion Date. The foregoing restrictions shall not apply to (a) the issue of the Placing Shares under the Placing Agreement; or (b) any grant of award(s) or option(s) and any issue of new H Share(s) upon the vesting of award(s) or exercise of option(s) under the share scheme(s) adopted or to be adopted by the Company.

## **GENERAL MANDATE TO ALLOT AND ISSUE THE PLACING SHARES**

No Shareholders' approval is required for the Placing and the allotment and issue of the Placing Shares by the Company, as the Placing Shares will be allotted and issued pursuant to the General Mandate granted to the Board by special resolution of the Shareholders passed at the AGM, under which the Board may issue H Shares up to 5% of the total Shares (excluding treasury shares) as of the date of the passing of the resolution at the AGM. Accordingly, the Company may issue up to 226,604,251 H Shares pursuant to the General Mandate.

As of the date of this announcement and immediately prior to the entering into of the Placing Agreement, the Company has not issued any A Shares or H Shares under the General Mandate.

## APPLICATION FOR LISTING OF THE PLACING SHARES

An application will be made by the Company to the Hong Kong Stock Exchange for the listing of, and the permission to deal in, the Placing Shares on the Hong Kong Stock Exchange.

The Placing is conditional upon, among other things, the Hong Kong Stock Exchange granting the listing of, and permission to deal in, the Placing Shares.

## CSRC FILINGS

The Company shall complete the CSRC Filings in connection with the Placing.

## EFFECTS OF THE PLACING ON SHAREHOLDING STRUCTURE OF THE COMPANY

The table below sets out a summary of the shareholding structure of the Company (i) as of the date of this announcement; and (ii) immediately upon the Completion (assuming there is no change in the number of issued Shares from the date of this announcement up to the Completion Date) on the assumption that: (a) there will be no other change to the share capital of the Company between the date of this announcement and the Completion Date save as the issue of the Placing Shares; and (b) the placees do not and will not hold any Shares other than the Placing Shares:

	As of the date of this announcement		Immediately upon the Completion	
	Number of Shares	Approximate percentage in the issued capital of the Company	Number of Shares	Approximate percentage in the issued capital of the Company
<b>A Shares</b>				
Total issued A Shares	4,408,164,828	96.58%	4,408,164,828	95.28%
<b>H Shares</b>				
Placees	–	–	62,385,000	1.35%
Other public H Shareholders	155,915,300	3.42%	155,915,300	3.37%
Total issued H Shares	155,915,300	3.42%	218,300,300	4.72%
<b>Total issued Shares</b>	<b>4,564,080,128</b>	<b>100.00%</b>	<b>4,626,465,128</b>	<b>100.00%</b>

*Note: The aggregate of the percentage figures in the table above may not add up to the relevant sub-total or total percentage figures shown due to rounding of the percentage figures to two decimal places.*

## FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

The Company conducted the following fund raising through the issuance of equity securities in the past twelve months immediately before the date of this announcement:

*Unit: HK\$'000*

<b>Date of Prospectus</b>	<b>Fund raising activity</b>	<b>Net proceeds</b>	<b>Intended use of proceeds as set out in the Prospectus</b>	<b>Amount utilized as of March 31, 2026</b>
May 12, 2025	155,915,300 H Shares issued by the Company under the Global Offering following the full exercise of the over-allotment option	Approximately 40,627,103	(a) Approximately 90% to be used for advancing the construction of Phase I and II of the Company's Hungary project  (b) 10% to be used for working capital and other general corporate purposes	(a) Approximately 1,092,690  (b) 0

Save for proposed issuance of Placing Shares as disclosed in this announcement and the Global Offering, the Company has not undertaken any equity fund raising exercise over the period of twelve months prior to the date of this announcement.

## REASONS FOR AND BENEFITS OF THE PLACING

Given the sustained high growth of the global new energy sector and the accelerating trend toward electrification worldwide, demand for power batteries and energy storage batteries remains robust. As a world-leading zero-carbon new energy technology company, the Company must seize the opportunities presented by the energy transition to further consolidate our industry leadership. This calls for accelerating the implementation of our global zero-carbon strategy, expanding our overseas business presence, stepping up investment in cutting-edge R&D and innovation, and building long-term sustainable growth drivers.

Based on the aforementioned industry background and the strategic planning of the Company, the Directors, after prudent evaluation, believe that the Placing will effectively replenish the capital of the Company, optimize the shareholder structure and further integrate into the global capital markets, providing key financial security for accelerating the construction of the Company's overseas new energy projects, improving relevant production capacity and business support systems, deepening the layout of global supply chain resources, promoting the downstream ecosystem and overseas zero-carbon layout, and strengthening research and development investment, so as to consolidate its core competitive advantages in the global market. Meanwhile, the terms of the Placing Agreement and the transactions thereunder are fair and reasonable in all material respects and are in line with current market conditions. In summary, the Placing is in line with the overall development strategy of the Company and is also in the overall best interests of the Company and the shareholders as a whole.

## USE OF PROCEEDS

The gross proceeds from the Placing amount to approximately HK\$39,190.26 million, while the net proceeds from the Placing, after deduction of the placing commission and other relevant costs and expenses of the Placing, are estimated to be approximately HK\$39,110.31 million. On such basis, the net issue price will be approximately HK\$626.92 per Share.

The net proceeds from the Placing will be used for the construction of global new energy projects and the layout of zero-carbon business, R&D investment, supplementing daily working capital and other general corporate purposes, in order to accelerate the implementation of the global zero-carbon strategy and support long-term sustainable development.

## INFORMATION OF THE COMPANY

The Company is a joint stock company incorporated under the laws of the PRC with limited liability. As a global leading zero-carbon new energy innovative technology company, the Company principally engaged in the R&D, production, and sales of power batteries and energy storage batteries. The A Shares of the Company are listed on the Shenzhen Stock Exchange (stock code: 300750) and the H Shares of the Company are listed on the Hong Kong Stock Exchange (stock code: 3750).

## GENERAL

An application will be made by the Company to the Hong Kong Stock Exchange for the listing of, and the permission to deal in, the Placing Shares on the Hong Kong Stock Exchange.

**The Completion is subject to the Placing Agreement not being terminated, and the satisfaction (or waiver) of a number of conditions under the Placing Agreement. Accordingly, the Placing may or may not proceed. Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the Shares.**

## DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the meanings set out below:

“A Share(s)”	ordinary share(s) in the share capital of the Company with nominal value of RMB1.00 each, which are traded in Renminbi and listed on the Shenzhen Stock Exchange
“AGM”	the annual general meeting of the Company held on April 3, 2026
“Board”	the board of Directors of the Company
“Business Day”	a day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for normal banking business and on which the Hong Kong Stock Exchange is open for trading
“Company”	Contemporary Amperex Technology Co., Limited (寧德時代新能源科技股份有限公司), a joint stock company incorporated in the PRC with limited liability, the A Shares of which are listed on the Shenzhen Stock Exchange (stock code: 300750) and the H Shares of which are listed on the Main Board of the Hong Kong Stock Exchange (stock code: 3750)

“Completion Date”	the date on which completion of the Placing takes place
“Completion”	the completion of the Placing in accordance with the terms and conditions set out in the Placing Agreement
“Director(s)”	the director(s) of the Company
“CSRC”	the China Securities Regulatory Commission
“CSRC Filings”	the CSRC Filing Report (including any amendments, supplements and/or modifications thereof) and any relevant supporting materials to be filed with the CSRC in connection with the Placing
“CSRC Filing Report(s)”	the filing report in relation to the Placing and any transactions contemplated by the Placing Agreement, to be submitted by the Company to the CSRC pursuant to the CSRC Filing Rules
“CSRC Filing Rules”	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) and supporting guidelines issued by the CSRC (effective from March 31, 2023), as amended, supplemented or otherwise modified from time to time
“General Mandate”	the general mandate granted by the special resolutions passed at the AGM, under which the Board may issue H Shares up to 5% of the total Shares (excluding treasury shares) as of the date of the passing of the resolution at the AGM
“Global Offering”	the listing of the Company’s H Shares on the Main Board of the Hong Kong Stock Exchange on May 20, 2025
“H Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are traded in Hong Kong dollars and listed on the Hong Kong Stock Exchange
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	the Stock Exchange of Hong Kong Limited
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“Independent Third Party(ies)”	third party(ies) which are not connected persons (as defined in the Listing Rules) of the Company
“PRC”	the People’s Republic of China

“Last Trading Day”	April 27, 2026, being the last trading day prior to the signing of the Placing Agreement
“Listing Committee”	the listing committee of the Hong Kong Stock Exchange
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the ordinary share(s) in the share capital of the Company, comprising the A Shares and the H Shares
“Placees”	professional, institutional, or other investors, and who and whose ultimate beneficial owners shall be Independent Third Parties, and whom the Placing Agents have procured to subscribe for the Placing Shares
“Shareholder(s)”	the holder(s) of the Shares
“Placing”	the placing of the Placing Shares by or on behalf of the Placing Agents on the terms and subject to the conditions set out in the Placing Agreement
“Placing Agreement”	the conditional placing agreement entered into between the Company and the Placing Agents dated April 28, 2026 in relation to the Placing under the General Mandate
“Placing Price”	HK\$628.20 per Placing Share
“Placing Share(s)”	62,385,000 new H Shares to be allotted and issued pursuant to the terms and conditions of the Placing Agreement which will rank pari passu in all respects with the H Shares in issue and together with all rights attaching thereto as of the date of issue of the Placing Shares
“Placing Agents”	Merrill Lynch (Asia Pacific) Limited, China International Capital Corporation Hong Kong Securities Limited, J.P. Morgan Securities (Asia Pacific) Limited and Morgan Stanley Asia Limited ( <i>in alphabetical order</i> )
“%”	per cent.

By order of the Board  
**Contemporary Amperex Technology Co., Limited**  
**Mr. Zeng Yuqun**  
*Chairman of the Board, Executive Director and General Manager*

Ningde, the PRC, April 28, 2026

*As of the date of this announcement, the Board comprises Mr. Zeng Yuqun as chairman and executive Director; Mr. Pan Jian, Mr. Li Ping, Mr. Zhou Jia, Dr. Ouyang Chuying and Mr. Wu Yingming as executive Directors; and Dr. Wu Yuhui, Mr. Lin Xiaoxiong and Dr. Zhao Bei as independent non-executive Directors.*