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YumChina

Yum China Holdings, Inc.

百勝中國控股有限公司

(Incorporated in the State of Delaware of the United States of America)

(Stock Code: 9987)

VOLUNTARY CONVERSION TO DUAL-PRIMARY LISTING ON THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED

Reference is made to the announcement of the Company dated August 15, 2022 in relation to, among others, the Primary Conversion Application and the receipt of the Primary Conversion Exchange Acknowledgment by the Company from the Stock Exchange issued pursuant to Paragraph 3.29 of GL112-22 (the “**Primary Conversion Acknowledgement Announcement**”).

This announcement is issued pursuant to Paragraph 3.30 of GL112-22. Unless otherwise defined herein, capitalized terms in this announcement shall have the same meanings as defined in the Primary Conversion Acknowledgement Announcement.

1. VOLUNTARY CONVERSION TO DUAL-PRIMARY LISTING

1.1 Introduction

The Board is pleased to announce that on the Effective Date, being October 24, 2022, the Company’s voluntary conversion of its secondary listing status to a primary listing status on the Stock Exchange will become effective. The Company will become dual-primary listed on the Stock Exchange and the NYSE, and the stock marker “S” will be removed from its stock short name on the Effective Date.

1.2 Obligations of the Company to Comply with All Applicable Listing Rules

Upon the Effective Date, the Company has to comply with the relevant Listing Rules and laws applicable to a dual primary listed issuer, including the Listing Rules subject to the Existing Waivers. Save for the Requisition Waiver, the Existing Waivers will be withdrawn or will no longer be applicable upon the Effective Date. The Existing Waivers include, among others, the following specific waivers granted by the Stock Exchange, as well as exemption and ruling granted by the SFC, on an individual basis:

Relevant rule(s)	Subject matter
Rule 2.07A of the Listing Rules	Printed corporate communications
Section 4.1 of the Introduction to the Takeovers Codes	Determination of whether a company is a “public company in Hong Kong”
Part XV of the SFO	Disclosure of interests
Rule 13.25B of the Listing Rules	Monthly returns
Paragraph 3(b) of Practice Note 15 to the Listing Rules	Three-year restriction on spin-offs

Details on the Existing Waivers were set out in the Prospectus.

The Company has made the necessary arrangements to comply with the relevant provisions of the Listing Rules and the SFO applicable to a dual primary listed issuer upon the Effective Date. In the event that the Company failed to comply with the Listing Rules applicable to a dual primary listed issuer in time (where no waiver has been granted by the Stock Exchange) upon the Effective Date, the Company would be in potential breach of the Listing Rules, and would potentially be subject to, depending on the nature and seriousness of the possible breach and the circumstances and the manner in which the conduct is giving rise to such possible breach, disciplinary action by the Stock Exchange. The Company may also be directed to carry out possible remedial and enhancement actions such as internal control review and directors’ training on regulatory and legal topics including compliance with the Listing Rules.

1.3 Applications for Waivers from Strict Compliance with the Listing Rules in connection with the Primary Conversion

1.3.1 Requisition Waiver

The Company has sought, and the Stock Exchange has granted, the following Requisition Waiver, which will continue to apply and will not be withdrawn by the Stock Exchange upon the Primary Conversion, on the basis that except for the expected change of listing status of the Company to a primary listing, there has been no change in circumstances since the Company's listing on the Stock Exchange.

Listing Rule	Subject matter
Paragraph 14(5) of Appendix 3 (equivalent to the repealed Rule 19C.07(7)) ^(Note)	Requisition of extraordinary general meeting by the Shareholders

Note: Rule 19C.07(7) of the Listing Rules has been repealed as a result of the implementation of proposals of the "Consultation Conclusions Paper on Listing Regime for Overseas Issuers" published by the Stock Exchange on November 19, 2021.

1.3.2 Waivers in connection with the Primary Conversion

In connection with the Primary Conversion, the Company has sought, and the Stock Exchange has granted, the following Waivers from strict compliance with the following provisions of the Listing Rules:

Listing Rule(s)	Subject matter
Rules 3.28 and 8.17	Joint Company Secretaries
Rule 19.25A, and Note 2.1 to Paragraph 2 of Appendix 16	Use of U.S. GAAP
Note (1) to Rule 17.03(9)	Exercise price of Options and SARs to be granted pursuant to the 2022 Plan after the Primary Conversion

(a) *Joint Company Secretaries*

Requirements under the Listing Rules

Rules 3.28 and 8.17 of the Listing Rules require the Company to appoint as its company secretary an individual who, by virtue of his/her academic or professional qualifications or relevant experience, is, in the opinion of the Stock Exchange, capable of discharging the functions of company secretary.

Reasons for applying for the waiver

The Company has appointed, with effect from the Effective Date, (a) Ms. Pingping Liu, the Corporate Secretary and Senior Legal Director of the Company; and (b) Ms. Tang King Yin of Tricor Services Limited as the Joint Company Secretaries of the Company.

Ms. Liu joined the Company in May 2016 and currently serves as the Corporate Secretary and Senior Legal Director of the Company. She has been primarily responsible for overseeing the reporting to the SEC and the compliance with the NYSE rules and the Listing Rules, and managing board and shareholders' meetings. Ms. Liu has almost 20 years of experience in legal and compliance. From July 2005 to July 2013, Ms. Liu worked at Shearman & Sterling LLP. From September 2002 to June 2005, Ms. Liu worked at Arnold & Porter LLP. Ms. Liu obtained the Doctor of Law Degree from Emory University School of Law in the United States in May 2002. Ms. Liu is admitted to the District of Columbia Bar Association and the New York State Bar Association.

The Company confirms that, having regard to Ms. Liu's thorough understanding of corporate governance of the Group, substantial experience in handling company secretarial matters relating to the Company, and close working relationship with the management of the Group, she is therefore considered as a suitable person to act as a company secretary of the Company. In addition, as the operational headquarters and principal business operations of the Group are located in the PRC, the Company believes that it is necessary to appoint Ms. Liu as a company secretary, whose presence in the PRC enables her to attend to the day-to-day corporate secretarial matters concerning the Group.

Ms. Liu has extensive experience in legal and compliance matters but presently may not possess the qualifications under Rules 3.28 and 8.17 of the Listing Rules, and is not able to solely fulfill the requirements as a company secretary of a listed issuer under Rules 3.28 and 8.17 of the Listing Rules. Therefore, the Company has appointed Ms. Tang as one of the Joint Company Secretaries for a three-year period from the Effective Date.

Ms. Tang is a manager of Corporate Services of Tricor. Ms. Tang has over 10 years of experience in the corporate secretarial field. She has been providing professional corporate services to Hong Kong listed companies as well as multinational, private and offshore companies. Ms. Tang is currently the joint company secretary of three listed companies on the Stock Exchange, namely, Leading Holdings Group Limited (a company listed on the Stock Exchange with stock code of 6999), Ling Yue Services Group Limited (a company listed on the Stock Exchange with stock code of 2165) and Tuya Inc. (a company listed on the Stock Exchange with stock code of 2391). Ms. Tang is a chartered secretary, a chartered governance professional and an associate member of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom. Ms. Tang obtained a bachelor's degree in Business Administration from Hong Kong Shue Yan University in Hong Kong in July 2011 and a master's degree in Corporate Governance and Compliance from Hong Kong Baptist University in Hong Kong in November 2021.

Waiver sought

The Company has applied for, and the Stock Exchange has granted, a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules, subject to the conditions that (i) Ms. Liu will be assisted by Ms. Tang as the Joint Company Secretary throughout the three-year period upon the Effective Date; and (ii) the waiver can be revoked if the Company commits any material breaches of the Listing Rules during the three-year period from the Effective Date.

The Company will liaise with the Stock Exchange before the end of the three-year period to enable it to assess whether Ms. Liu, having had the benefit of Ms. Tang's assistance for three years, will have acquired the relevant experience within the meaning of Rule 3.28 of the Listing Rules so that a further waiver will not be necessary.

(b) *Use of U.S. GAAP*

Requirements under the Listing Rules

Rule 19.25A of the Listing Rules provides that the annual accounts are required to conform with financial reporting standards acceptable to the Stock Exchange, which are normally the HKFRS issued by the Hong Kong Institute of Certified Public Accountants or the IFRS issued by the International Accounting Standards Board. Where the Stock Exchange allows annual accounts to be drawn up otherwise than in conformity with the HKFRS or the IFRS, the annual accounts will be required to conform with financial reporting standards acceptable to the Stock Exchange. In such cases, the Stock Exchange will normally require the annual accounts to contain a reconciliation statement setting out the financial effect of the material differences (if any) from either the HKFRS or the IFRS.

Note 2.1 to Paragraph 2 of Appendix 16 to the Listing Rules requires the Company to prepare its financial statements in the financial reports to be in conformity with: (a) the HKFRS; (b) the IFRS; or (c) China Accounting Standards for Business Enterprises in the case of companies incorporated in China, subject to Note 2.6 to Paragraph 2 of Appendix 16 to the Listing Rules. Note 2.6 to Paragraph 2 of Appendix 16 to the Listing Rules provides that the Stock Exchange may allow the annual financial statements of an overseas issuer to be drawn up otherwise than in conformity with financial reporting standards referred to in Note 2.1 to Paragraph 2 of Appendix 16 to the Listing Rules, subject to the requirements under Rule 19A.25 of the Listing Rules.

In GL111-22, the Stock Exchange has indicated that it has accepted that the financial statements and accountants' reports of overseas issuers with, or seeking, among others, a dual primary listing in the United States and on the Stock Exchange can be prepared in conformity with the U.S. GAAP. GL111-22 further provides that, an overseas issuer adopting a body of financial reporting standards other than the HKFRS or the IFRS for the preparation of its financial statements must include a reconciliation statement setting out the financial effect of any material differences between those financial statements and financial statements prepared using the HKFRS or the IFRS in its accountants' reports and annual/interim/quarterly reports.

Reasons for applying for the waiver

Under the SEC rules, the Company has a continuous obligation to make financial disclosure in the United States. As the Company is a company incorporated under the laws of the State of Delaware and its affairs are governed by its constitutional documents and the General Corporation Law of the State of Delaware, as well as other applicable laws, regulations, policies and procedures, the Company is therefore required to prepare its financial statements in conformity with the U.S. GAAP. The Company's reporting obligations will continue even after it is delisted from the NYSE, until it qualifies and files the requisite forms to suspend its reporting obligation under the SEC rules. Even in the event that the Company is no longer listed on the NYSE, as a domestic U.S. company with reporting obligations, the Company will continue to be required to use the U.S. GAAP.

Furthermore, the U.S. GAAP is well recognized and accepted by the international investment community (including Hong Kong investors) and significant progress has been made in the convergence between the U.S. GAAP and the IFRS.

Upon the Effective Date, the Company's financial statements will continue to be prepared in accordance with the U.S. GAAP and audited in accordance with the standards of the Public Company Accounting Oversight Board (United States). Additionally, the Company notes that it might lead to confusion among the Company's investors and Shareholders if the Company were required to adopt different accounting standards for its disclosures in Hong Kong from those in the United States. Aligning the accountings standards used for disclosures in both markets will alleviate any such confusion.

Waiver sought

The Company has applied for, and the Stock Exchange has granted, a waiver from strict compliance with the requirements under Rule 19.25A of, and Note 2.1 to Paragraph 2 of Appendix 16 to, the Listing Rules in respect of its financial statements, subject to the following conditions:

- (a) the Company will, for the financial year following the Effective Date, include (i) a description of the relevant key differences between the U.S. GAAP and the IFRS; and (ii) a reconciliation statement showing the financial effect of any material differences between the financial statements prepared using the U.S. GAAP and the IFRS in its interim and annual reports after the Primary Conversion as required under Rule 19.25A of the Listing Rules and Paragraphs 30 to 32 of GL111-22, with the reconciliation statement as a note to the Company's consolidated financial statements in the interim reports to be reviewed by an external auditor in accordance with a standard that is at least equivalent to International Standard on Assurance Engagements 3000 or Hong Kong Standard on Assurance Engagements 3000 and the reconciliation statement as a note to the Company's consolidated financial statements in the annual reports to be audited by an external auditor; and
- (b) the Company will use the IFRS in the preparation of the Company's financial statements in the event that the Company is no longer listed on the NYSE and is no longer a U.S. reporting company.

(c) *Exercise price of Options and SARs to be granted pursuant to the 2022 Plan*

Requirements under the Listing Rules

Note (1) to Rule 17.03(9) of the Listing Rules states that the exercise price of an option must be at least the higher of: (a) the closing price of the securities as stated in the Stock Exchange's daily quotations sheet (namely, the HKSE Price) on the date of grant, which must be a Business Day; and (b) the average closing price of the securities as stated in the Stock Exchange's daily quotations sheets for the five Business Days immediately preceding the date of grant.

Reasons for applying for the waiver

Under the terms of the 2022 Plan which shall take effect from the Effective Date, the exercise price of each of the Options or the SARs granted shall be established by a board committee of the Company (which generally means the Compensation Committee) or shall be determined by a method established by the Compensation Committee at the time the Option or SAR is granted, provided that the exercise price shall not be less than the higher of (a) the Fair Market Value of a Share on the date of grant (which must be a NYSE trading day) and (b) the average Fair Market Value of a Share for the five NYSE trading days immediately preceding the date of grant (or, if greater, the par value of a Share on such date(s)).

The 2022 Plan further provides that the Fair Market Value shall be the closing price per Share on such date on the NYSE (namely, the NYSE Price), if no such sale is reported on that date, on the last preceding date on which a sale was so reported.

It would be unduly burdensome for the Company and its employees if the exercise prices of the Options and SARs under the 2022 Plan were to be determined with reference to the HKSE Price. The waiver from Note (1) to Rule 17.03(9) of the Listing Rules can be justified on the following bases:

- (a) since the listing of the Shares on the NYSE in November 2016, it has been the Company's practice to issue Options and SARs under the 2016 Plan which are exercisable into Shares denominated in U.S. dollars with reference to the NYSE Price;

- (b) it will likely cause confusion to the eligible individuals under the 2022 Plan, many of whom were also eligible individuals under the 2016 Plan, to change the reference price, for determining the exercise prices of the Options and SARs, into the HKSE Price, which is denominated in Hong Kong dollars. It will also likely lead to significant inconvenience for them to evaluate the amount of potential gains with respect to their Options and SARs, by comparing the latest NYSE Price against a Hong Kong dollar-denominated exercise price, and make personal investment decisions and financial planning accordingly;
- (c) in addition, subject to the waiver from strict compliance with Rule 19.25A of, and Note 2.1 to Paragraph 2 of Appendix 16 to, the Listing Rules in respect of financial statements of the Company, the Company will continue to prepare its accounts based on U.S. GAAP after the Effective Date. The Company is incorporated in the United States, the functional currency of the Company is U.S. dollars, and the Shares are denominated in U.S. dollars. Granting Options and SARs denominated in Hong Kong dollars would impose a considerable amount of work on accounting and financial reporting on the Company, and the benefits of such work may not justify the additional work and expenses involved;
- (d) the vast majority of the trading volume for the Shares has been on NYSE since the Company's listing in November 2016;
- (e) the Company has been issuing Shares registered on the principal segment of its register of Stockholders in the United States in settling Options and SARs under the 2016 Plan and will continue to do so under the 2022 Plan. It will likely cause confusion for the administrator of the 2022 Plan if the exercise price of the Options and SARs is denominated in Hong Kong dollars; and
- (f) the method for determining the exercise price of Options and SARs based on the NYSE Price substantially replicates the requirement in Note (1) to Rule 17.03(9) of the Listing Rules.

Waiver sought

The Company has applied for, and the Stock Exchange has granted, a waiver from strict compliance with Note (1) to Rule 17.03(9) of the Listing Rules such that the Company will be able to determine the exercise price for grants of Options and SARs under the 2022 Plan based on the higher of: (a) the NYSE Price on the date of grant, which must be a NYSE trading day; and (b) the average NYSE Price for the five NYSE trading days immediately preceding the date of grant, subject to the condition that the Company shall not grant any Options and SARs with an exercise price denominated in Hong Kong dollars unless such exercise price complies with Note (1) to Rule 17.03(9) of the Listing Rules.

In the event of withdrawal of any of the aforementioned Waivers upon the Effective Date, the Company would have to fully comply with the relevant Listing Rules.

2. AMENDMENTS TO THE BYLAWS

On October 19, 2022, the Board resolved to adopt the amended and restated bylaws of the Company (the “**Amended and Restated Bylaws**”), with effect from the Effective Date. The amendments to the Bylaws are set out below.

Existing Provisions	Amendments
ARTICLE 2 — MEETINGS OF STOCKHOLDERS Section 3. Special Meetings. (a) General. Special meetings of the Stockholders may be called exclusively: (i) by the Board of Directors; (ii) by the Chairman of the Board of Directors, the Corporation’s Chief Executive Officer or the Corporation’s Secretary, in each case with the concurrence of a majority of the Board of Directors; or (iii) by the Corporation’s Secretary upon the written request (each such request, a “Special Meeting Request” and such meeting,	ARTICLE 2 — MEETINGS OF STOCKHOLDERS Section 3. Special Meetings. (a) General. Special meetings of the Stockholders may be called exclusively: (i) by the Board of Directors; (ii) by the Chairman of the Board of Directors, the Corporation’s Chief Executive Officer or the Corporation’s Secretary, in each case with the concurrence of a majority of the Board of Directors; or (iii) by the Corporation’s Secretary upon the written request (each such request, a “Special Meeting Request” and such meeting,

Existing Provisions	Amendments
<p>a “Stockholder Requested Special Meeting”) of Stockholders of record representing not less than 25% of all outstanding shares of common stock, par value \$0.01 per share, of the Corporation (“Common Stock”) entitled to vote on the matter or matters to be brought before the Stockholder Requested Special Meeting (such percentage, the “Requisite Percentage”) that have complied in full with the requirements set forth in this Section 3 and related provisions of these Bylaws; provided, that each such Stockholder of record, or beneficial owner directing such Stockholder of record, must have continuously held all of his, her or its shares included in such aggregate amount constituting the Requisite Percentage for at least one (1) year prior to the date such Special Meeting Request is delivered to the Corporation. Whether the Stockholders have submitted valid Special Meeting Requests representing the Requisite Percentage and complying with the requirements of this Section 3 and related provisions of these Bylaws (a “Valid Special Meeting Request”) shall be determined in good faith by the Board of Directors, which determination shall be conclusive and binding on the Corporation and the Stockholders.</p>	<p>a “Stockholder Requested Special Meeting”) of Stockholders of record representing not less than 25% of all outstanding shares of common stock, par value \$0.01 per share, of the Corporation (“Common Stock”) entitled to vote on the matter or matters to be brought before the Stockholder Requested Special Meeting (such percentage, the “Requisite Percentage”) that have complied in full with the requirements set forth in this Section 3 and related provisions of these <u>Amended and Restated Bylaws</u> (as the <u>same may be amended from time to time</u>, these “Bylaws”); provided, that each such Stockholder of record, or beneficial owner directing such Stockholder of record, must have continuously held all of his, her or its shares included in such aggregate amount constituting the Requisite Percentage for at least one (1) year prior to the date such Special Meeting Request is delivered to the Corporation. Whether the Stockholders have submitted valid Special Meeting Requests representing the Requisite Percentage and complying with the requirements of this Section 3 and related provisions of these Bylaws (a “Valid Special Meeting Request”) shall be determined in good faith by the Board of Directors, which determination shall be conclusive and binding on the Corporation and the Stockholders.</p>
<p>N/A</p>	<p>ARTICLE 2 — MEETINGS OF STOCKHOLDERS</p> <p>Section 3. Special Meetings.</p> <p><u>(f) Universal Proxy-Related Matters.</u></p> <p><u>If (i) any Stockholder or any Stockholder Associated Person provides notice pursuant to Rule 14a-19(b) (or an equivalent thereof pertaining to special meetings) under the Exchange Act with respect to any proposed nominee of such Stockholder and (ii) (A) such Stockholder or Stockholder Associated</u></p>

Existing Provisions	Amendments
	<p><u>Person subsequently either (1) notifies the Corporation that such Stockholder or Stockholder Associated Person no longer intends to solicit proxies in support of the election of such proposed nominee in accordance with such rule or (2) fails to comply with the requirements of Rule 14a-19(a)(2) or Rule 14a-19(a)(3) (or an equivalent thereof pertaining to special meetings) under the Exchange Act and (B) no other Stockholder or Stockholder Associated Person that has provided notice pursuant to Rule 14a-19(b) (or an equivalent thereof pertaining to special meetings) under the Exchange Act with respect to such proposed nominee (1) intends to solicit proxies in support of the election of such proposed nominee in accordance with such rule and (2) has complied with the requirements of Rule 14a-19(a)(2) and Rule 14a-19(a)(3) (or an equivalent thereof pertaining to special meetings) under the Exchange Act, the nomination of such proposed nominee shall be disregarded and no vote on the election of such proposed nominee shall occur (notwithstanding that proxies in respect of such vote may have been received by the Corporation). Upon request by the Corporation, if any Stockholder or any Stockholder Associated Person provides notice pursuant to Rule 14a-19(b) (or an equivalent thereof pertaining to special meetings) under the Exchange Act, such Stockholder shall deliver to the Corporation's Secretary, no later than five (5) business days prior to the applicable meeting date, reasonable evidence that the requirements of Rule 14a-19(a)(3) (or an equivalent thereof pertaining to special meetings) under the Exchange Act have been satisfied.</u></p>

Existing Provisions	Amendments
<p data-bbox="161 152 823 232">ARTICLE 2 — MEETINGS OF STOCKHOLDERS</p> <p data-bbox="161 282 608 320">Section 4. Notice of Meetings.</p> <p data-bbox="161 369 823 2063">At least ten (10) and no more than sixty (60) days prior to any annual or special meeting of the Stockholders, the Corporation shall notify the Stockholders of the date, time and place, if any, and means of remote communication, if any, of the meeting and, in the case of a special meeting or where otherwise required by the Corporation’s Amended and Restated Certificate of Incorporation (the “Certificate”) or by statute, shall briefly describe the purpose or purposes of the meeting. Without limiting the manner by which notice otherwise may be given effectively to Stockholders, notice of meetings may be given to Stockholders by means of electronic transmission in accordance with applicable law. Only business within the purpose or purposes described in the notice may be conducted at a special meeting. Nothing contained herein shall prohibit the Board of Directors from submitting matters to the Stockholders at any Stockholder Requested Special Meeting. Unless otherwise required by the Certificate or by statute, the Corporation shall be required to give notice only to the Stockholders entitled to vote at the meeting. If an annual or special Stockholders’ meeting is adjourned to a different date, time or place, notice thereof need not be given if the new date, time or place, if any, and means of remote communication, if any, is announced at the meeting before adjournment. If a new record date for the adjourned meeting is fixed pursuant to Article 7, Section 5 hereof, notice of the adjourned meeting shall be given to persons who are Stockholders as of the new record date. If mailed, notice shall be deemed to be effective when deposited in the United States mail with postage thereon prepaid,</p>	<p data-bbox="839 152 1501 232">ARTICLE 2 — MEETINGS OF STOCKHOLDERS</p> <p data-bbox="839 282 1286 320">Section 4. Notice of Meetings.</p> <p data-bbox="839 369 1501 2063">At least ten (10) <u>(a) twenty-one (21) days</u> and no more than sixty (60) days prior to any annual or meeting <u>of the Stockholders</u> and <u>(b) fourteen (14) days and no more than sixty (60) days prior to any special meeting</u> of the Stockholders, the Corporation shall notify the Stockholders of the date, time and place, if any, and means of remote communication, if any, of the meeting and, in the case of a special meeting or where otherwise required by the Corporation’s Amended and Restated Certificate of Incorporation (the “Certificate”) or by statute, shall briefly describe the purpose or purposes of the meeting. Without limiting the manner by which notice otherwise may be given effectively to Stockholders, notice of meetings may be given to Stockholders by means of electronic transmission in accordance with applicable law. Only business within the purpose or purposes described in the notice may be conducted at a special meeting. Nothing contained herein shall prohibit the Board of Directors from submitting matters to the Stockholders at any Stockholder Requested Special Meeting. Unless otherwise required by the Certificate or by statute, the Corporation shall be required to give notice only to the Stockholders entitled to vote at the meeting. If an annual or special Stockholders’ meeting is adjourned <u>(including an adjournment taken to address a technical failure to convene or continue a meeting using remote communication)</u> to a different date, time or place, notice thereof need not be given if the new date, time or place, if any, and means of remote communication, if any, is <u>(i) announced at the meeting before adjournment adjourned meeting, (ii) displayed during the</u></p>

Existing Provisions	Amendments
<p>correctly addressed to the Stockholder's address shown in the Corporation's current record of Stockholders.</p>	<p><u>time scheduled for the meeting, on the same electronic network used to enable Stockholders and proxy holders to participate in the meeting by means of remote communication, or (iii) set forth in the notice of meeting given in accordance with these Bylaws.</u> If a new record date for the adjourned meeting is fixed pursuant to Article 7, Section 5 hereof, notice of the adjourned meeting shall be given to persons who are Stockholders as of the new record date. If mailed, notice shall be deemed to be effective when deposited in the United States mail with postage thereon prepaid, correctly addressed to the Stockholder's address shown in the Corporation's current record of Stockholders.</p>
<p>ARTICLE 2 — MEETINGS OF STOCKHOLDERS</p> <p>Section 5. Quorum, Presiding Officer.</p> <p>Except as otherwise prescribed by statute or these Bylaws, at any meeting of the Stockholders of the Corporation, the presence in person or by proxy of the holders of record of a majority of the issued and outstanding shares of capital stock of the Corporation entitled to vote thereat shall constitute a quorum for the transaction of business. In the absence of a quorum at such meeting or any adjournment or adjournments thereof, the holders of record of a majority of such shares so present in person or by proxy and entitled to vote thereat may adjourn the meeting from time to time until a quorum shall be present. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called. Meetings of the Stockholders shall be presided over by the Chairman or Vice Chairman of the Board of Directors or, if neither is present, by another officer or Director who shall</p>	<p>ARTICLE 2 — MEETINGS OF STOCKHOLDERS</p> <p>Section 5. Quorum, Presiding Officer <u>and Conduct of Business.</u></p> <p>Except as otherwise prescribed by statute or these Bylaws, at any meeting of the Stockholders of the Corporation, the presence in person or by proxy of the holders of record of a majority of the issued and outstanding shares of capital stock of the Corporation entitled to vote thereat shall constitute a quorum for the transaction of business. In the absence of a quorum at such meeting or any adjournment or adjournments thereof, the holders of record of a majority of such shares so present in person or by proxy and entitled to vote thereat may adjourn the meeting from time to time until a quorum shall be present. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called. Meetings of the Stockholders shall be presided over by the Chairman or Vice Chairman of the Board of Directors or, if neither is present,</p>

Existing Provisions	Amendments
<p>be designated to serve in such event by the Board of Directors. The Secretary of the Corporation, or an Assistant Secretary designated by the officer or Director presiding at the meeting, shall act as secretary of the meeting.</p>	<p>by another officer or Director who shall be designated to serve in such event by the Board of Directors. The Secretary of the Corporation, or an Assistant Secretary designated by the officer or Director presiding at the meeting, shall act as secretary of the meeting. <u>For the avoidance of doubt, at any meeting of the Stockholders, Stockholders shall have an opportunity to speak regarding the business validly transacted at the meeting, subject to the authority of the chairperson of the meeting and such rules and procedures prescribed and such action taken, by the chairperson of the meeting as the chairperson may deem appropriate, for the proper conduct of the meeting.</u></p>
<p>ARTICLE 2 — MEETINGS OF STOCKHOLDERS</p> <p>Section 9. Stockholder Nominations of Directors and Other Proposals.</p> <p>(c) As to each individual, if any, whom the Stockholder proposes to nominate for election or reelection to the Board of Directors, in addition to the matters set forth in paragraph (a) above:</p> <p>(i) all information relating to such individual that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of directors in a contested election pursuant to Section 14 of the Exchange Act (including, without limitation, such individual’s written consent to being named in the proxy statement as a nominee and to serving as a Director if elected); and</p> <p>(ii) a description of all direct and indirect compensation and other material monetary agreements, arrangements and understandings during the past three (3) years, and any other material relationships, between or</p>	<p>ARTICLE 2 — MEETINGS OF STOCKHOLDERS</p> <p>Section 9. Stockholder Nominations of Directors and Other Proposals.</p> <p>(c) As to each individual, if any, whom the Stockholder proposes to nominate for election or reelection to the Board of Directors, in addition to the matters set forth in paragraph (a) above:</p> <p>(i) all information relating to such individual that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of directors in a contested election pursuant to Section 14 of the Exchange Act (including, without limitation, such individual’s written consent to being named in the proxy statement as a nominee and to serving as a Director if elected); and</p> <p>(ii) a description of all direct and indirect compensation and other material monetary agreements, arrangements and understandings during the past three (3) years, and any other material relationships, between or</p>

Existing Provisions	Amendments
<p>among such Stockholder and beneficial owner, if any, or any of their respective affiliates and associates or others acting in concert therewith, on the one hand, and each proposed nominee, and his or her respective affiliates and associates, or others acting in concert therewith, on the other hand, including, without limitation, all information that would be required to be disclosed pursuant to Item 404 of Regulation S-K promulgated under the Securities Act of 1933, as amended (the “Securities Act”), if the Stockholder making the nomination and any beneficial owner on whose behalf the nomination is made, if any, or any affiliate or associate thereof or person acting in concert therewith, were the “registrant” for purposes of such item and the nominee were a director or executive officer of such registrant; and</p> <p>(d) With respect to each individual, if any, whom the Stockholder proposes to nominate for election or reelection to the Board of Directors, in addition to the matters set forth in paragraphs (a) and (c) above, a completed and signed questionnaire, representation and agreement required by Section 11 of this Article 2. The Corporation may require any proposed nominee to furnish such other information as may reasonably be required by the Corporation to determine the eligibility of such proposed nominee to serve as an independent Director or that could be material to a reasonable Stockholder’s understanding of the independence, or lack thereof, of such nominee. Notwithstanding anything to the contrary, only persons who are nominated in accordance with the procedures set forth in these Bylaws shall be eligible for election as Directors.</p>	<p>among such Stockholder and beneficial owner, if any, or any of their respective affiliates and associates or others acting in concert therewith, on the one hand, and each proposed nominee, and his or her respective affiliates and associates, or others acting in concert therewith, on the other hand, including, without limitation, all information that would be required to be disclosed pursuant to Item 404 of Regulation S-K promulgated under the Securities Act of 1933, as amended (the “Securities Act”), if the Stockholder making the nomination and any beneficial owner on whose behalf the nomination is made, if any, or any affiliate or associate thereof or person acting in concert therewith, were the “registrant” for purposes of such item and the nominee were a director or executive officer of such registrant; and</p> <p>(d) With respect to each individual, if any, whom the Stockholder proposes to nominate for election or reelection to the Board of Directors, in addition to the matters set forth in paragraphs (a) and (c) above, a completed and signed questionnaire, representation and agreement required by Section 11 of this Article 2. The Corporation may require any proposed nominee to furnish such other information as may reasonably be required by the Corporation to determine the eligibility of such proposed nominee to serve as an independent Director or that could be material to a reasonable Stockholder’s understanding of the independence, or lack thereof, of such nominee. Notwithstanding anything to the contrary, only persons who are nominated in accordance with the procedures set forth in these Bylaws shall be eligible for election as Directors-; <u>and</u></p>

Existing Provisions	Amendments
<p>If the Chairman of the meeting determines that a nomination was not made in accordance with the foregoing procedures, or that business was not properly brought before the meeting in accordance with the foregoing procedures, the Chairman shall declare to the meeting that the nomination was defective and such defective nomination shall be disregarded or that the business was not properly brought before the meeting and such business shall not be transacted. For purposes of this Section 9, “affiliate” and “associate” shall have the meanings ascribed thereto in Rule 405 under the Securities Act, and the rules and regulations thereunder; provided, however, that the term “partner” as used in the definition of “associate” shall not include any limited partner that is not involved in the management of the relevant partnership.</p>	<p><u>(e) A representation from such Stockholder as to whether such Stockholder or any Stockholder Associated Person intends or is part of a group that intends to solicit proxies in support of the election of any proposed nominee in accordance with Rule 14a-19 under the Exchange Act.</u></p> <p><u>If (A) any Stockholder that has provided notice under this Section 9, or any Stockholder Associated Person, provides notice pursuant to Rule 14a-19(b) under the Exchange Act with respect to any proposed nominee of such Stockholder and (B) (i) such Stockholder or Stockholder Associated Person subsequently either (x) notifies the Corporation that such Stockholder or Stockholder Associated Person no longer intends to solicit proxies in support of the election of such proposed nominee in accordance with Rule 14a-19(b) under the Exchange Act or (y) fails to comply with the requirements of Rule 14a-19(a)(2) or Rule 14a-19(a)(3) under the Exchange Act and (ii) no other Stockholder that has provided notice under this Section 9 and pursuant to Rule 14a-19(b) under the Exchange Act with respect to such proposed nominee (and no Stockholder Associated Person that has provided notice pursuant to Rule 14a-19(b) under the Exchange Act with respect to such proposed nominee) (x) intends to solicit proxies in support of the election of such proposed nominee in accordance with Rule 14a-19(b) under the Exchange Act and (y) has complied with the requirements of Rule 14a-19(a)(2) and Rule 14a-19(a)(3) under the Exchange Act, then the nomination of such proposed nominee shall be disregarded and no vote on the election of such proposed nominee shall occur (notwithstanding that proxies in respect of such vote may have been received by the Corporation). Upon request by the Corporation, if any Stockholder or any Stockholder Associated Person provides</u></p>

Existing Provisions	Amendments
	<p><u>notice pursuant to Rule 14a-19(b) under the Exchange Act, such Stockholder shall deliver to the Secretary, no later than five (5) business days prior to the applicable meeting date, reasonable evidence that the requirements of Rule 14a-19(a)(3) under the Exchange Act have been satisfied.</u></p> <p><u>Any Stockholder proposing individuals to nominate for election or reelection as a Director shall notify the Corporation's Secretary in writing at the principal executive offices of the Corporation within two (2) business days of becoming aware that such Stockholder or any Stockholder Associated Person no longer intends to solicit proxies in accordance with the representation made pursuant to Section 9(e) above.</u></p> <p>If the Chairman of the meeting determines that a nomination was not made in accordance with the foregoing procedures, or that business was not properly brought before the meeting in accordance with the foregoing procedures, the Chairman shall declare to the meeting that the nomination was defective and such defective nomination shall be disregarded or that the business was not properly brought before the meeting and such business shall not be transacted. For purposes of this Section 9, "affiliate" and "associate" shall have the meanings ascribed thereto in Rule 405 under the Securities Act, and the rules and regulations thereunder; provided, however, that the term "partner" as used in the definition of "associate" shall not include any limited partner that is not involved in the management of the relevant partnership.</p>

Existing Provisions	Amendments
<p>ARTICLE 8 — GENERAL PROVISIONS</p> <p>Section 8. Amendments.</p> <p>Except as may be otherwise provided in the DGCL, these Bylaws may be amended or repealed by the Board of Directors, including any Bylaw adopted, amended, or repealed by the Stockholders generally. These Bylaws may be amended or repealed by the Stockholders even though the Bylaws may also be amended or repealed by the Board of Directors.</p>	<p>ARTICLE 8 — GENERAL PROVISIONS</p> <p><u>Section 8. Approval of Independent Auditors.</u></p> <p><u>If required by stock exchange listing standards and subject to applicable law, the appointment, removal and compensation of the Corporation’s independent auditors shall be subject to Stockholder approval.</u></p> <p>Section 8 <u>Section 9. Amendments.</u></p> <p>Except as may be otherwise provided in the DGCL, these Bylaws may be amended or repealed by the Board of Directors, including any Bylaw adopted, amended, or repealed by the Stockholders generally. These Bylaws may be amended or repealed by the Stockholders even though the Bylaws may also be amended or repealed by the Board of Directors.</p> <p><u>Section 10. Severability.</u></p> <p><u>The provisions of these Bylaws are subject to applicable Delaware law. To the extent any provision of these Bylaws would be, in the absence of this Section 10, invalid, illegal or unenforceable for any reason whatsoever, such provision shall be severable from the other provisions of these Bylaws, and all provisions of these Bylaws shall be construed so as to give effect to the intent manifested by these Bylaws, including, to the maximum extent possible, the provision that would be otherwise invalid, illegal or unenforceable.</u></p>

Note: The Chinese translation of the Amended and Restated Bylaws is for reference only. In case of any discrepancy or inconsistency between the English and Chinese versions, the English version shall prevail.

The full text of the Amended and Restated Bylaws will be published on the websites of the Stock Exchange at <http://www.hkexnews.hk> and the Company at <https://ir.yumchina.com/>.

3. APPOINTMENT OF AUTHORISED REPRESENTATIVES OF THE COMPANY UNDER RULE 3.05 OF THE LISTING RULES

The Company has appointed Ms. Joey Wat, a Director and the Chief Executive Officer, and Ms. Tang King Yin, a Joint Company Secretary, as the authorised representatives of the Company under Rule 3.05 of the Listing Rules, each with effect from the Effective Date.

This announcement is for information purposes only and does not constitute, or form part of, any invitation or offer to acquire, purchase or subscribe for any of our securities. Shareholders and potential investors should exercise caution when dealing in our securities.

By order of the Board
Yum China Holdings, Inc.
Joey WAT
Director and Chief Executive Officer

Hong Kong, October 19, 2022

As of the date of this announcement, the Board comprises Dr. Fred HU as the chairman and an independent Director, Ms. Joey WAT as a Director, and Mr. Peter A. BASSI, Mr. Edouard ETTEDGUI, Mr. Cyril HAN, Mr. Louis T. HSIEH, Ms. Ruby LU, Mr. Zili SHAO, Mr. William WANG and Ms. Min (Jenny) ZHANG as independent Directors.