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**LEAPMOTOR**  
**ZHEJIANG LEAPMOTOR TECHNOLOGY CO., LTD.**  
**浙江零跑科技股份有限公司**

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

**(Stock Code: 9863)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an annual general meeting (the “**Annual General Meeting**”) of Zhejiang Leapmotor Technology Co., Ltd. (the “**Company**”) will be convened and held at Meeting Room, 12/F, Xintu Building, No. 451 Wulianwang Street, Binjiang District, Hangzhou, Zhejiang Province, China on Tuesday, June 25, 2024 at 3:00 p.m. for the purpose of considering, and if thought fit, passing the following resolutions:

**ORDINARY RESOLUTIONS**

1. To consider and approve the resolution of the report of the board of directors (the “**Board**”) of the Company for the year 2023.
2. To consider and approve the resolution of the duty report of independent non-executive directors of the Company for the year 2023.
3. To consider and approve the resolution of the report of the board of supervisors of the Company for the year 2023.
4. To consider and approve the resolution of the financial report of the Company for the year 2023.
5. To consider and approve the resolution of the final financial report of the Company for the year 2023.
6. To consider and approve the resolution of the profit distribution plan of the Company for the year 2023.
7. To consider and approve the resolution of the 2023 annual report of the Company.
8. To consider and approve the resolution of the 2023 environmental, social and governance report of the Company.

9. To consider and approve the resolution of the implementation of the connected transactions for the year 2023 and estimates of daily connected transactions for the year 2024 of the Company.
10. To consider and approve the resolution of the application made by the Company and its branches/subsidiaries to banks for comprehensive credit for the year 2024.
11. To consider and approve the resolution of the directors' remuneration for the year 2023.
12. To consider and approve the resolution of the supervisors' remuneration for the year 2023.
13. To consider and approve the election of the following directors of the second session of the Board:
  - 13.1. Mr. Zhu Jiangming be elected as an executive director.
  - 13.2. Mr. Cao Li be elected as an executive director.
  - 13.3. Mr. Zhou Hongtao be elected as an executive director.
  - 13.4. Mr. Grégoire Olivier be elected as a non-executive director.
  - 13.5. Mr. Douglas Ostermann be elected as a non-executive director.
  - 13.6. Mr. Jin Yufeng be elected as a non-executive director.
  - 13.7. Mr. Fu Yuwu be elected as an independent non-executive director.
  - 13.8. Ms. Drina C Yue be elected as an independent non-executive director.
  - 13.9. Mr. Shen Linhua be elected as an independent non-executive director.
14. To consider and approve the election of the following shareholders' representative supervisors of the second session of the board of supervisors:
  - 14.1. Mr. Wu Yefeng be elected as a shareholders' representative supervisor.
  - 14.2. Mr. Mo Chengrui be elected as a shareholders' representative supervisor.
15. To consider and approve the resolution of the remuneration proposal for directors of the second session of the Board and supervisors of the second session of the board of supervisors.
16. To consider and approve the resolution of the engagement of the 2024 annual financial reporting auditors of the Company.

## SPECIAL RESOLUTIONS

17. To consider and approve the resolution of the joint liability guarantee to be provided by the Company for its subsidiaries.
18. To consider and approve the resolution of the joint liability guarantee to be provided by the Company for its distributors.
19. To consider and approve the granting of a general mandate to the directors of the Company to issue shares:

**“THAT:**

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **“Hong Kong Stock Exchange”**) and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to (i) allot, issue and deal with (including sale or transfer of any treasury shares) additional ordinary shares in the share capital of the Company, (ii) make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations and the provisions of the Articles of Association, (iii) make any amendments to the Articles of Association in relation to issue of shares and registered capital as it duly thinks necessary, and (iv) take any other necessary actions and proceed with other necessary procedures in order to implement the issue and realize the increase in registered capital;
- (b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (including sale or transfer of any treasury shares) by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of options under a share option scheme of the Company; and
  - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

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

(c) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the shareholders in a general meeting.

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

20. To consider and approve a general mandate to the directors of the Company to repurchase H Shares:

**“THAT:**

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to (i) exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase H shares in accordance with all applicable laws, rules and regulations; (ii) make any amendments to the Articles of Association in relation to the repurchase of shares and changes in registered capital as it duly thinks necessary; and (iii) take any other necessary actions and proceed with other necessary procedures in order to implement the repurchase and realize the decrease in registered capital;

- (b) the total number of H shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued H shares (excluding any treasury shares) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and
- (c) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the shareholders in a general meeting.”

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

Hong Kong, June 4, 2024

*As at the date hereof, the Board comprises Mr. Zhu Jiangming, Mr. Cao Li and Mr. Wu Baojun as executive Directors; Mr. Grégoire Olivier, Mr. Douglas Ostermann and Mr. Jin Yufeng as non-executive Directors; and Mr. Fu Yuwu, Dr. Huang Wenli and Ms. Drina C Yue as independent non-executive Directors.*

*Notes:*

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In order to be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarized copy of that power of attorney or authority, must be deposited at the Company’s H share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H Shares) or the Company’s registered office in the PRC at 1/F, No. 451 Wulianwang Street, Binjiang District, Hangzhou, Zhejiang Province, China (for holders of Domestic Shares) not less than 24 hours before the time appointed for the meeting (i.e. not later than 3:00 p.m. on Monday, June 24, 2024) or any adjournment thereof. Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For the purpose of determining the identity of the holders of H shares entitled to attend and vote at the meeting, the register of members of the Company will be closed from Thursday, June 20, 2024 to Tuesday, June 25, 2024, both dates inclusive, during which period no transfer of H shares will be registered. In order to be eligible to attend and vote at the meeting, unregistered holders of H shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s H Share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Wednesday, June 19, 2024 (Hong Kong time), being the last registration date.
5. If a tropical cyclone warning signal number 8 or above or is hoisted, or “extreme conditions” caused by super typhoons or a black rainstorm warning or is/are in force at 3:00 p.m. on June 25, 2024, the Annual General Meeting will not be held on June 25, 2024 but will be postponed to a later date and if postponed, the Company will as soon as practicable post an announcement on the websites of Hong Kong Exchanges and Clearing Limited and the Company.
6. All time and dates mentioned in this notice refer to Hong Kong time and dates.