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REPT BATTERO Energy Co., Ltd.

瑞浦蘭鈞能源股份有限公司

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

(Stock Code: 0666)

**I. CONTINUING CONNECTED TRANSACTIONS – REVISION
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AGREEMENT AND EXTENSION OF THE TERM OF THE PRODUCT
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AND**

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**I. REVISION OF ANNUAL CAPS FOR THE CONTINUING CONNECTED
TRANSACTIONS UNDER THE PRODUCT SALES FRAMEWORK
AGREEMENT AND EXTENSION OF THE TERM OF THE PRODUCT SALES
FRAMEWORK AGREEMENT**

As disclosed in the Prospectus, on 4 December 2023, the Company entered into the Product Sales Framework Agreement with Tsingshan Group, pursuant to which, the Group has agreed to sell, and Tsingshan Group and its associates have agreed to purchase Battery Products with a term commencing from the Listing Date to 31 December 2025.

The Company expects that the actual transaction amounts under the Product Sales Framework Agreement between the Group and Tsingshan Group and its associates for the years 2024 and 2025 will exceed the original annual caps for the transactions under the Product Sales Framework Agreement as disclosed in the Prospectus, and accordingly, it is necessary to revise the annual caps for the transactions under the existing Product Sales Framework Agreement. At the same time, as the Product Sales Framework Agreement will expire on 31 December 2025 and the Company expects that the Group will continue to conduct transactions under the Product Sales Framework Agreement after 31 December 2025, the Company plans to extend the term of the existing Product Sales Framework Agreement to the period from 1 January 2024 to 31 December 2026.

Taking into account of the above considerations, the Board has resolved to amend the annual caps for the transactions under the existing Product Sales Framework Agreement for the years 2024 and 2025 from RMB195.00 million and RMB195.00 million to RMB1,306.00 million and RMB1,642.00 million, respectively, to set the annual cap for the year 2026 at RMB3,190.00 million, and has approved the Supplemental Agreement to extend the term of the existing Product Sales Framework Agreement, subject to the approval of the Independent Shareholders at the Annual General Meeting. Save for the extension of the term pursuant to the Supplemental Agreement, all other terms and conditions of the Product Sales Framework Agreement remain unchanged.

Listing Rules Implications

As at the date of this announcement, Tsingshan Group is a controlling shareholder of the Company and a connected person of the Company under Chapter 14A of the Listing Rules. Accordingly, the transactions between members of the Group and Tsingshan Group and/or its associates under the Product Sales Framework Agreement and its Supplemental Agreement constitute continuing connected transactions of the Company under the Listing Rules.

Pursuant to Rule 14A.54 of the Listing Rules, if the Company proposes to revise the existing annual cap of the transactions under the Product Sales Framework Agreement, or to renew the agreement or to effect a material change to its terms, the Company will have to re-comply with provisions of Chapter 14A of the Listing Rules. As the highest applicable percentage ratio in respect of the Revised Annual Caps is more than 5%, the transactions contemplated under the Product Sales Framework Agreement and its Supplemental Agreement would constitute non-exempt continuing connected transactions under Chapter 14A of the Listing Rules of the Company and are subject to the reporting, announcement, annual review, circular (including independent financial advice) and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

Independent Board Committee and Independent Financial Adviser

The Independent Board Committee comprising Ms. Wong Sze Wing, Dr. Wang Zhenbo, Dr. Ren Shenggang and Dr. Simon Chen, being all independent non-executive Directors, has been formed to advise and provide recommendations to the Independent Shareholders on the proposed transactions contemplated under the Product Sales Framework Agreement and its Supplemental Agreement (including the Revised Annual Caps thereto). An independent financial adviser will be appointed to provide recommendations to the Independent Board Committee and the Independent Shareholders on the same.

II. ESTABLISHMENT OF THE ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE, APPOINTMENT OF COMMITTEE MEMBERS AND FORMULATION OF TERMS OF REFERENCE OF THE COMMITTEE

In order to ensure the sustainable, standardized and healthy development of the Company, further improve the governance structure, develop and implement the Company's ESG work and strengthen the execution ability of various ESG objectives, the Board has reviewed and approved the establishment of an ESG Committee under the Board, and has approved Dr. Cao Hui as the chairman of the ESG Committee, and Ms. Xiang Yangyang and Ms. Huang Jiehua as members of the ESG Committee for the current term. The term of office of the ESG Committee is the same as the term of office of the current session of the Board. The Board has also formulated the terms of reference of the ESG Committee.

III. PROPOSED CHANGE OF REGISTERED ADDRESS, HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN CHINA

Due to alterations in government administrative planning, and based on the actual operations of the Company, the Board has approved the change of the registered address of the Company to No. 205, Binhai 6th Road, Wenzhouwan New District, Longwan District, Wenzhou, Zhejiang Province; No. 206, Binhai 6th Road, Wenzhouwan New District, Longwan District, Wenzhou, Zhejiang Province; No. 959, Jinhai 3rd Road, Yongxing Street, Longwan District, which will take effect upon completion of registration procedures by the relevant regulatory authorities.

Due to alterations in government administrative planning, the Board hereby announces a change of the head office and principal place of business of the Company in the PRC to No. 205, Binhai 6th Road, Wenzhouwan New District, Longwan District, Wenzhou, Zhejiang Province, the PRC. The above proposed change of registered address and change of head office and principal place of business will not adversely affect the actual operations of the Company.

IV. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In view of the above establishment of the ESG Committee and the change of registered address, the Board proposes to amend the Articles of Association accordingly, the details of which are set out in Appendix I to this announcement. Save for the above proposed amendments to the Articles of Association, other provisions in the Articles of Association remain unchanged. The Board has considered and approved the amendments to the Articles of Association and will submit them to the Shareholders for consideration and approval. The amendments to the Articles of Association shall become effective upon consideration and approval by way of special resolution by the Shareholders' general meeting.

The Board intends to propose to the Shareholders' general meeting to authorize the Board (which may be delegated by the Board to authorized person) to deal with specific matters such as the relevant business registration procedures and filing procedures, etc. in relation to the proposed change of registered address and the proposed amendments to the Articles of Association, for a period commencing from the date of approval by the Shareholders' general meeting to the date on which such matters have been completed. Meanwhile, the Board intends to propose to the Shareholders' general meeting to authorize the Board (which may be delegated by the Board to authorized person) to adjust and amend the relevant provisions of the Articles of Association in accordance with the requirements and recommendations of the relevant regulatory authorities (including but not limited to the business registration authorities), to make necessary amendments to the registered address and/or the Articles of Association, and to deal with the matters relating to the approval, registration and filing of the change of registered address and the amendments to the Articles of Association.

GENERAL

Despatch of Circular

A circular containing, among other things, (i) a letter from the Board setting out further details of the continuing connected transactions under the Product Sales Framework Agreement and its Supplemental Agreement (including the Revised Annual Caps thereto), (ii) a letter from the Independent Board Committee, (iii) a letter from the independent financial adviser, (iv) the details of the proposed amendments to the Articles of Association, and (v) a notice of the Annual General Meeting, is expected to be despatched to the Shareholders on or before 30 May 2024, which will be more than 15 business days after publication of this announcement so as to allow sufficient time for the preparation of certain information for inclusion in the circular.

I. REVISION OF ANNUAL CAPS FOR THE CONTINUING CONNECTED TRANSACTIONS UNDER THE PRODUCT SALES FRAMEWORK AGREEMENT AND EXTENSION OF THE TERM OF THE PRODUCT SALES FRAMEWORK AGREEMENT

Background

As disclosed in the Prospectus, on 4 December 2023, the Company entered into the Product Sales Framework Agreement with Tsingshan Group, pursuant to which, the Group has agreed to sell, and Tsingshan Group and its associates have agreed to purchase battery products including but not limited to energy storage systems, ESS battery pack, battery modules accessories, and battery components (collectively, the “**Battery Products**”) with a term commencing from the Listing Date to 31 December 2025. The Product Sales Framework Agreement will be renewable subject to the negotiation between the parties to the agreement and compliance with the requirements of the Listing Rules.

After the Product Sales Framework Agreement was entered into in December 2023, with the changes in the local environment and the continuous adjustment of the policy, the industrial parks under construction and in operation by Tsingshan Group and its associates in China and abroad have further transformed into green energy supply and green power transportation mode, constructing an integrated solution around photovoltaic power generation and green power transportation, etc., so as to promote the eco-friendly development of the mining industry and to reduce the transportation cost. Meanwhile, in view of the expanding market for electric construction machinery such as electric heavy-duty trucks, Tsingshan Group and its associates intend to gradually develop the external sales business of such electric construction machinery products. Accordingly, the Group plans to, in addition to supplying ESS Battery Products to Tsingshan Group and/or its associates, supply EV Battery Products for the use of electric construction machinery such as electric heavy-duty trucks of Tsingshan Group and/or its associates, and such electric construction machinery is ultimately for use in the relevant industrial parks of Tsingshan Group and/or its associates in China and abroad, or for external sales by Tsingshan Group and/or its associates.

Mainly based on the above considerations, the Company expects that the actual transaction amounts under the Product Sales Framework Agreement between the Group and Tsingshan Group and its associates for the years 2024 and 2025 will exceed the original annual caps for the transactions under the Product Sales Framework Agreement as disclosed in the Prospectus, and accordingly, it is necessary to revise the annual caps for the transactions under the existing Product Sales Framework Agreement.

At the same time, as the Product Sales Framework Agreement will expire on 31 December 2025 and the Company expects that the Group will continue to conduct transactions under the Product Sales Framework Agreement after 31 December 2025, the Company plans to extend the term of the existing Product Sales Framework Agreement to the period from 1 January 2024 to 31 December 2026.

Taking into account of the above considerations, the Board has resolved to amend the annual caps for the transactions under the existing Product Sales Framework Agreement for the years 2024 and 2025 from RMB195.00 million and RMB195.00 million to RMB1,306.00 million and RMB1,642.00 million, respectively, to set the annual cap for the year 2026 at RMB3,190.00 million, and has approved the supplemental agreement of the Product Sales Framework Agreement (the “**Supplemental Agreement**”) to extend the term of the existing Product Sales Framework Agreement, subject to the approval of the Independent Shareholders at the Annual General Meeting.

Revision of Annual Caps for the Continuing Connected Transactions Under the Product Sales Framework Agreement and Extension of the Term of the Product Sales Framework Agreement

(1) Principal Terms of the Supplemental Agreement

Date of the Supplemental Agreement:	26 March 2024
Parties of the Supplemental Agreement:	the Company and Tsingshan Group
Term of the Product Sales Framework Agreement after extension:	From 1 January 2024 to 31 December 2026

Save for the extension of the term pursuant to the Supplemental Agreement, all other terms and conditions of the Product Sales Framework Agreement remain unchanged. The Product Sales Framework Agreement and its Supplemental Agreement set out, among other things, the basis of sales of Battery Products by the Group to Tsingshan Group and its associates. Subject to terms of the Product Sales Framework Agreement and its Supplemental Agreement, Tsingshan Group and its associates will enter into specific agreements or place purchase orders with the Group to set out specific terms and conditions in respect of the purchase of the Battery Products. The commercial terms of the agreements or orders are similar to the commercial terms with other independent third parties. The consideration payable by Tsingshan Group and its associates under the Product Sales Framework Agreement and its Supplemental Agreement will be paid at the time and according to the method to be agreed in specific agreements or purchase orders.

(2) ***Historical Figures and Proposed Revised Annual Caps***

The table below sets out a summary of the historical transaction amounts and the caps in respect of the Battery Products sold by the Group to Tsingshan Group and/or its associates for the year ended 31 December 2023, and the period from 1 January 2024 to 29 February 2024; and the existing annual caps and revised annual caps for the years ended 31 December 2024 and 2025, and the annual cap for the year ended 31 December 2026 (in this announcement, the revised annual caps for the years ended 31 December 2024 and 2025, and the annual cap for the year ended 31 December 2026 are collectively referred to as the “**Revised Annual Caps**”).

	Actual transaction amounts for the (RMB)		Annual caps for the (RMB)		
	Year ended 31 December 2023	Period from 1 January 2024 to 29 February 2024	Year ending 31 December 2024	Year ending 31 December 2025	Year ending 31 December 2026
Actual Amount	2,015,528,594.00	3,127,554.82 ^(Note 1)	-	-	-
Existing Annual Caps	4,299,000,000.00	195,000,000.00 ^(Note 2)	195,000,000.00	195,000,000.00	-
Revised Annual Caps	-	-	1,306,000,000.00	1,642,000,000.00	3,190,000,000.00

Note 1: Unaudited, being the actual transaction amount for the period from 1 January 2024 to 29 February 2024, and it is expected that the actual amount as of 20 June 2024 (i.e. the date of the Annual General Meeting) will not exceed the corresponding existing annual cap (i.e. the original annual cap for the year ended 31 December 2024 of the transactions under the Product Sales Framework Agreement).

Note 2: Such existing annual caps is the original annual cap for the year ended 31 December 2024 of the transactions under the Product Sales Framework Agreement.

(3) ***Pricing basis***

The price of the Battery Products to be sold by the Group under the Product Sales Framework Agreement and its Supplemental Agreement shall be determined on an arm’s length basis with reference to prices provided to independent third parties by the Group, and in any event shall not be lower than the prices provided to independent third parties by the Group if under similar conditions.

(4) *Basis of the Revised Annual Caps*

The Revised Annual Caps are determined mainly based on the following factors, including:

- (i) the Group plans to, in addition to supplying ESS Battery Products to Tsingshan Group and/or its associates, supply EV Battery Products for the use of electric construction machinery such as electric heavy-duty trucks of Tsingshan Group and/or its associates, and such electric construction machinery is ultimately for use in the relevant industrial parks of Tsingshan Group and/or its associates in China and abroad, or for external sales by Tsingshan Group and/or its associates. Therefore, the Revised Annual Caps will need to take into account the updated estimation of the demand for Battery Products by Tsingshan Group and/or its associates, including (a) the updated estimation of the demand for Battery Products of relevant industrial parks of Tsingshan Group and its associates in China and abroad, which is mainly based on the progress of construction of the relevant industrial parks, and (b) expansion of market of electric construction machinery such as electric heavy-duty trucks under the background of development of new energy, green energy and green power transportation;
- (ii) the expected selling price of the Battery Products, which is expected to increase as compared to the market price of the Battery Products sold by the Group in 2023, mainly due to the expected increase in the price of lithium carbonate, one of the major raw materials for Battery Products; and
- (iii) the estimated supply capability of the Group of the Battery Products.

(5) *Reasons for and Benefits of the Revision of the Annual Caps*

The Group sells Battery Products in the ordinary and usual course of business, and focuses on the R&D, production and sales of EV and ESS lithium-ion battery products.

Tsingshan Group and its associates currently operate the world's largest stainless steel and nickel businesses. As an important strategic step in internationalization, Tsingshan Group and its associates continue to build and operate large-scale industrial parks in China and abroad, including in Indonesia. With the changes in the local environment and continuous policy adjustments, the industrial parks have further transformed into green energy supply and green power transportation mode, thus increasing the demand for electric construction machinery such as electric heavy-duty trucks and new green energy storage Battery Products. Leveraging on the Group's unremitting efforts in R&D, production and quality, the Group is capable of supplying Tsingshan Group and its associates with mature Battery Products that meet the specifications required by them. Meanwhile, in view of the Group's friendly business relationship and close cooperation with Tsingshan Group and its associates, both parties are familiar with their respective production standards, specifications and terms of the transactions, saving a lot of negotiation time and costs.

Under the background of ongoing development of new energy, green energy and green power transportation, it is expected that the market of electric construction machinery such as electric heavy-duty trucks will expand continuously. Tsingshan Group and its associates intend to gradually develop the external sales business of such electric construction machinery products. The supply of Battery Products for the use of electric construction machinery such as electric heavy-duty trucks to Tsingshan Group and its associates will help the Group to further enhance the international reputation of its relevant Battery Products, strengthen the penetration of the Battery Products into new markets and broaden its source of revenue.

The Company has been closely monitoring the historical transaction amounts and estimated transaction amounts for the future under the Product Sales Framework Agreement. It is expected that the actual transaction amounts under the Product Sales Framework Agreement between the Group and Tsingshan Group and its associates in 2024 and 2025 will exceed the original annual caps for the transactions under the Product Sales Framework Agreement as disclosed in the Prospectus. It is also expected that the transactions under the Product Sales Framework Agreement between the Group and Tsingshan Group and its associates will continue in 2026, and therefore it is proposed that the original annual caps be amended to the Revised Annual Caps.

(6) *Confirmations from the Board of Directors*

The Directors (excluding the independent non-executive Directors) are of the view that the transactions contemplated under the Product Sales Framework Agreement and its Supplemental Agreement are in the ordinary and usual course of business of the Group and on normal commercial terms, and the terms of the Product Sales Framework Agreement and its Supplemental Agreement and the transactions contemplated thereunder (including the Revised Annual Caps) are fair and reasonable and in the interests of the Company and the Shareholders as a whole. The independent non-executive Directors will provide their views having regard to the opinion of the independent financial adviser.

(7) *Internal Control Measures*

The Company will implement the following internal control measures to ensure that the transactions contemplated under the Product Sales Framework Agreement and its Supplemental Agreement are on normal commercial terms and do not exceed the Revised Annual Caps:

- (i) The Company will manage the specific agreements entered into by Tsingshan Group and its associates with the Group or purchase orders placed with the Group under the Product Sales Framework Agreement and its Supplemental Agreement, and if under similar conditions of purchase, the commercial terms and pricing of it shall be not more favorable than the terms and prices provided by the Group to independent third parties in respect of similar products;
- (ii) The Company will adopt a transaction management system, collect the transaction amount information regularly and conduct analysis of the data to manage the connected transactions. The business department of the Group is required to follow up on the management of specific agreements and orders under the Product Sales Framework Agreement and its Supplemental Agreement and report to the Board secretary on a monthly basis on the status of execution of the transactions under the Product Sales Framework Agreement and its Supplemental Agreement, including the actual transaction amounts. The Board secretary will report to the Board if there is any material information;

- (iii) The Audit Committee will be responsible for data collection and monitoring of the connected transactions, including the transactions under the Product Sales Framework Agreement and its Supplemental Agreement, and assessing the fairness of the transaction terms and the pricing terms. The Audit Committee will continue to review the execution of connected transactions, discuss with the subsidiaries and business units on the status of connected transactions, monitor the utilization of the annual caps and also report to the Board and the supervisory committee on a quarterly basis in respect of the Group's connected transactions; and
- (iv) The independent non-executive Directors have reviewed and will continue to review the non-exempt continuing connected transactions, including the transactions under the Product Sales Framework Agreement and its Supplemental Agreement, to ensure that such transactions are entered into on normal commercial terms, fair and reasonable, and carried out pursuant to its contractual terms. The auditors of the Company will also conduct an annual review on the transaction amount and annual caps of the transactions contemplated under the Product Sales Framework Agreement and its Supplemental Agreement.

(8) *Listing Rules Implications*

As at the date of this announcement, Tsingshan Group is a controlling shareholder of the Company and a connected person of the Company under Chapter 14A of the Listing Rules. Accordingly, the transactions between members of the Group and Tsingshan Group and/or its associates under the Product Sales Framework Agreement and its Supplemental Agreement constitute continuing connected transactions of the Company under the Listing Rules.

Pursuant to Rule 14A.54 of the Listing Rules, if the Company proposes to revise the existing annual caps of the transactions under the Product Sales Framework Agreement, or to renew the agreement or to effect a material change to its terms, the Company will have to re-comply with provisions of Chapter 14A of the Listing Rules. As the highest applicable percentage ratio in respect of the Revised Annual Caps is more than 5%, the transactions contemplated under the Product Sales Framework Agreement and its Supplemental Agreement would constitute non-exempt continuing connected transactions under Chapter 14A of the Listing Rules of the Company and are subject to the reporting, announcement, annual review, circular (including independent financial advice) and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Directors, Mr. Hu Xiaodong, Mr. Wang Haijun and Ms. Xiang Yangyang, all have offices and/or interests in the associates of Tsingshan Group, and in order to avoid the perception of a conflict of interest, each of them had abstained from voting on the Board resolutions to approve the Supplemental Agreement and the Revised Annual Caps. Save as disclosed above, none of the other Directors has a material interest in the Product Sales Framework Agreement and its Supplemental Agreement and the transactions contemplated thereunder or holds any position and/or interests in Tsingshan Group or its associates which would require them to abstain from voting on the relevant Board resolution.

As at the date of this announcement, Tsingshan Group (through its non-wholly-owned subsidiary, Yongqing Technology, and its controlled enterprise, Wenzhou Jingli Business Service Partnership (Limited Partnership) (溫州景鋰商務服務合夥企業(有限合夥))) holds approximately 59.4% of the Shares in issue of Company, and Tsingshan Group (including its associates) controls or is entitled to control over the entire voting rights in respect of the Shares held in the Company. Tsingshan Group and its associates, being connected persons of the Company, will abstain from voting at the Annual General Meeting on the ordinary resolution to approve the Supplemental Agreement, the transactions contemplated under the Product Sales Framework Agreement and its Supplemental Agreement and the Revised Annual Caps thereto. The relevant resolution to be proposed at the Annual General Meeting will be voted on by poll in compliance with the Listing Rules. Save as disclosed above and to the best knowledge of the Directors, as at the date of this announcement, no other Shareholder has a material interest in the transactions contemplated under the Product Sales Framework Agreement and its Supplemental Agreement and the Revised Annual Caps thereto, and therefore no other Shareholder is required to abstain from voting on the resolution at the Annual General Meeting.

The Independent Board Committee comprising Ms. Wong Sze Wing, Dr. Wang Zhenbo, Dr. Ren Shenggang and Dr. Simon Chen, being all independent non-executive Directors, has been formed to advise and provide recommendations to the Independent Shareholders on the proposed transactions contemplated under the Product Sales Framework Agreement and its Supplemental Agreement (including the Revised Annual Caps thereto). An independent financial adviser will be appointed to provide recommendations to the Independent Board Committee and the Independent Shareholders on the same.

(9) *General Information*

The Company

REPT BATTERO (stock code: 0666) is a lithium-ion battery manufacturer in China, which focuses on the R&D, production and sales of EV and ESS lithium-ion battery products including battery cells, modules and packs (including battery boxes, battery racks and energy storage containers for ESS packs). The Company was established by Tsingshan Group and other shareholders in October 2017 with an aim to expand into the fast-growing and prospective new energy industry.

Tsingshan Group

Tsingshan Group was incorporated in the PRC in June 2003, and is a controlling shareholder of the Company. Tsingshan Group and its affiliates primarily engage in nickel and stainless steel businesses. Tsingshan Group has strategically set foot in various areas along the lithium-ion battery industry value chain including the mining and refining of nickel, lithium and cobalt, and the production of cathode materials, anode materials, separators and electrolytes. In 2022, Tsingshan Group ranked the 238th in the Fortune Global 500 in terms of revenue. Tsingshan Group is ultimately controlled by Mr. Xiang Guangda (“**Mr. Xiang**”), a controlling shareholder of the Company. Mr. Xiang is an entrepreneur with more than 20 years’ experience in the stainless steel sector and more than 10 years’ experience in nickel mining and refining industry. Mr. Xiang is the founder of Tsingshan Group.

Yongqing Technology

Yongqing Technology was incorporated in the PRC in January 2018, and is a controlling shareholder of the Company. It is mainly an investment holding subsidiary of Tsingshan Group and also operates trading business.

II. ESTABLISHMENT OF THE ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE, APPOINTMENT OF COMMITTEE MEMBERS AND FORMULATION OF TERMS OF REFERENCE OF THE COMMITTEE

The Board hereby announces that, in order to ensure the sustainable, standardized and healthy development of the Company, further improve the governance structure, develop and implement the Company's Environmental, Social and Governance ("ESG") work and strengthen the execution ability of various ESG objectives, the Board has reviewed and approved the establishment of an Environmental, Social and Governance (ESG) Committee (the "ESG Committee") under the Board, to coordinate the Company's various ESG work and resources, comprehensively supervise the Company's ESG-related matters, perform ESG-related management and control responsibilities, determine the Company's major ESG improvement plans, review important ESG issues and investment recommendation reports, and review the Company's ESG annual report to improve the consistency of the Company's ESG information disclosure.

The ESG Committee shall report its work to the Board, and the Board has approved Dr. Cao Hui as the chairman of the ESG Committee, and Ms. Xiang Yangyang and Ms. Huang Jiehua as members of the ESG Committee for the current term. The term of office of the ESG Committee is the same as the term of office of the current session of the Board.

In view of the establishment of the ESG Committee, in accordance with the Company Law of the People's Republic of China, the Listing Rules and other relevant laws, regulations and rules as well as the Articles of Association and other relevant requirements, the Board formulated the terms of reference of the ESG Committee.

III. PROPOSED CHANGE OF REGISTERED ADDRESS, HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN CHINA

Due to alterations in government administrative planning, and based on the actual operations of the Company, the Board has approved the change of the registered address of the Company to No. 205, Binhai 6th Road, Wenzhouwan New District, Longwan District, Wenzhou, Zhejiang Province; No. 206, Binhai 6th Road, Wenzhouwan New District, Longwan District, Wenzhou, Zhejiang Province; No. 959, Jinhai 3rd Road, Yongxing Street, Longwan District, which will take effect upon completion of registration procedures by the relevant regulatory authorities.

Due to alterations in government administrative planning, the Board hereby announces a change of the head office and principal place of business of the Company in the PRC to No. 205, Binhai 6th Road, Wenzhouwan New District, Longwan District, Wenzhou, Zhejiang Province, the PRC. The above proposed change of registered address and change of head office and principal place of business will not adversely affect the actual operations of the Company.

IV. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In view of the above establishment of the ESG Committee and the change of registered address, the Board proposes to amend the Articles of Association accordingly, the details of which are set out in Appendix I to this announcement. Save for the above proposed amendments to the Articles of Association, other provisions in the Articles of Association remain unchanged.

The Board has considered and approved the amendments to the Articles of Association and will submit them to the Shareholders for consideration and approval. The amendments to the Articles of Association shall become effective upon consideration and approval by way of special resolution by the Shareholders' general meeting.

The Board intends to propose to the Shareholders' general meeting to authorize the Board (which may be delegated by the Board to authorized person) to deal with specific matters such as the relevant business registration procedures and filing procedures, etc. in relation to the proposed change of registered address and the proposed amendments to the Articles of Association, for a period commencing from the date of approval by the Shareholders' general meeting to the date on which such matters have been completed. Meanwhile, the Board intends to propose to the Shareholders' general meeting to authorize the Board (which may be delegated by the Board to authorized person) to adjust and amend the relevant provisions of the Articles of Association in accordance with the requirements and recommendations of the relevant regulatory authorities (including but not limited to the business registration authorities), to make necessary amendments to the registered address and/or the Articles of Association, and to deal with the matters relating to the approval, registration and filing of the change of registered address and the amendments to the Articles of Association.

GENERAL

Despatch of Circular

A circular containing, among other things, (i) a letter from the Board setting out further details of the continuing connected transactions under the Product Sales Framework Agreement and its Supplemental Agreement (including the Revised Annual Caps thereto), (ii) a letter from the Independent Board Committee, (iii) a letter from the independent financial adviser, (iv) the details of the proposed amendments to the Articles of Association, and (v) a notice of the Annual General Meeting, is expected to be despatched to the Shareholders on or before 30 May 2024, which will be more than 15 business days after publication of this announcement so as to allow sufficient time for the preparation of certain information for inclusion in the circular.

The Shareholders and potential investors should read the circular carefully for further details of the Product Sales Framework Agreement and its Supplemental Agreement (including the Revised Annual Caps thereto).

DEFINITIONS

In this announcement, the following expressions shall have the following meanings unless the context otherwise requires:

“Annual General Meeting”	the annual general meeting of the Company to be held at the Conference Room, R&D Building, No. 205, Binhai 6th Road, Wenzhouwan New District, Longwan District, Wenzhou, Zhejiang Province, the PRC on Thursday, 20 June 2024 at 10 a.m., or where the context so requires, any adjournment thereof
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors of the Company
“Company” or “REPT BATTERO”	REPT BATTERO Energy Co., Ltd.

“Director(s)”	the director(s) of the Company
“Domestic Unlisted Share(s)”	ordinary share(s) with a nominal value of RMB1.00 each in the share capital of the Company, which is/are not listed on any stock exchange
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administration Region of the People’s Republic of China
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“H Share(s)”	overseas listed foreign share(s) with a nominal value of RMB1.00 each in the share capital of the Company
“Independent Board Committee”	an independent board committee of the Company comprising Ms. Wong Sze Wing, Dr. Wang Zhenbo, Dr. Ren Shenggang and Dr. Simon Chen, being all independent non-executive Directors of the Company, to provide recommendations to the Independent Shareholders in respect of the Product Sales Framework Agreement and its Supplemental Agreement and the proposed transactions contemplated thereunder (including the Revised Annual Caps thereto)
“Independent Shareholders”	Shareholders who are not required to abstain from voting under the Listing Rules at the Annual General Meeting on the resolution in respect of the Product Sales Framework Agreement and its Supplemental Agreement and the proposed transactions contemplated thereunder (including the Revised Annual Caps thereto), namely Shareholders other than Tsingshan Group and its associates
“Independent third party(ies)”	any entities or persons who are not connected persons (as defined in the Listing Rules) of the Company as far as the Directors are aware after having made all reasonable enquiries

“Listing Date”	18 December 2023, the date on which dealings in H Shares first commence on the Hong Kong Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC” or “China”	the People’s Republic of China
“Product Sales Framework Agreement”	the framework agreement dated 4 December 2023 entered into between the Company and Tsingshan Group with a term commencing from the Listing Date to 31 December 2025 in relation to the provision of Battery Products by the Group to Tsingshan Group and/or its associates
“Prospectus”	the Company’s prospectus dated 8 December 2023
“R&D”	Research and development
“RMB”	Renminbi, the lawful currency of the People’s Republic of China
“Share(s)”	ordinary share(s) of the Company with a nominal value of RMB1.00 each, comprising H Share(s) and Domestic Unlisted Share(s)
“Shareholders”	holder(s) of the Shares in the Company
“Tsingshan Group”	Tsingshan Holding Group Company Limited (青山控股集團有限公司), a limited liability company established under the laws of the PRC on 12 June 2003, which is a controlling shareholder of the Company
“Yongqing Technology”	Yongqing Technology Group Co., Ltd. (永青科技集團有限公司), a limited liability company established under the laws of the PRC on 24 January 2018, which is a controlling shareholder of the Company and a non-wholly-owned subsidiary of Tsingshan Group
“%”	per cent

In this announcement, the terms “associate”, “connected person”, “connected transaction”, “continuing connected transaction”, “controlling shareholder” and “subsidiary” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

By Order of the Board
REPT BATTERO Energy Co., Ltd.
Dr. Cao Hui
Chairman and Executive Director

Hong Kong, 26 March 2024

Directors of the Company as of the date of this announcement are: Dr. Cao Hui, Dr. Wu Yanjun and Ms. Huang Jiehua as executive Directors; Mr. Hu Xiaodong, Mr. Wang Haijun, Ms. Xiang Yangyang, Mr. Wei Yong and Mr. Yu Xinhua as non-executive Directors; and Ms. Wong Sze Wing, Dr. Wang Zhenbo, Dr. Ren Shenggang and Dr. Simon Chen as independent non-executive Directors.

APPENDIX I COMPARATIVE TABLE OF THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Before amendment	After amendment
1	<p>Article 5 Domicile of the Company: Room A205, Building C, No. 205, Binhai 6th Road, Konggang New District, Longwan District, Wenzhou, Zhejiang Province</p>	<p>Article 5 Domicile of the Company: Room A205, Building C, No. 205, Binhai 6th Road, Konggang New District, Longwan District, Wenzhou, Zhejiang Province <u>No. 205, Binhai 6th Road, Wenzhouwan New District, Longwan District, Wenzhou, Zhejiang Province; No. 206, Binhai 6th Road, Wenzhouwan New District, Longwan District, Wenzhou, Zhejiang Province; No. 959, Jinhai 3rd Road, Yongxing Street, Longwan District</u></p>
2	<p>Article 107 The Board has established the Audit Committee, the Nomination Committee and the Remuneration and Appraisal Committee. The duties, personnel composition and rules of procedures of the special committees shall be resolved separately by the Board. Where necessary, the Board may establish other special committees. Special committees of the Board are specialized work bodies under the Board which provide advice or advisory opinions for the Board on material decisions. The special committees shall not make any decision in the name of the Board. However, the committees may exercise decision-making power in respect of the authorised matters in accordance with a special power given by the Board.</p> <p>.....</p>	<p>Article 107 The Board has established the Audit Committee, the Nomination Committee and, the Remuneration and Appraisal Committee <u>and Environmental, Social and Governance (ESG) Committee</u>. The duties, personnel composition and rules of procedures of the special committees shall be resolved separately by the Board. Where necessary, the Board may establish other special committees. Special committees of the Board are specialized work bodies under the Board which provide advice or advisory opinions for the Board on material decisions. The special committees shall not make any decision in the name of the Board. However, the committees may exercise decision-making power in respect of the authorised matters in accordance with a special power given by the Board.</p> <p>.....</p>