BaTeLab Co., Ltd.

蘇州貝克微電子股份有限公司

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

(Stock Code: 2149)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The board (the "**Board**") of directors (the "**Directors**") of BaTeLab Co., Ltd. (the "**Company**") hereby announces that on 7 August 2026, the Board has considered and approved the resolution on the proposed amendments to the articles of association of the Company (the "**Articles of Association**").

In accordance with the provisions of the Company Law of the People's Republic of China, the Trial Measures for the Administration of Overseas Issuance and Listing of Securities by Domestic Enterprises, the Guidelines for the Articles of Association of Listed Companies and other relevant laws and regulations, and taking into account the actual situation of the Company, the Company intends to make certain amendments to the Articles of Association for the purpose of further clarifying matters relating to the conversion of domestic unlisted shares into H shares listed on the HKEX, improving the Company's decision-making and response mechanisms under specific circumstances, and further strengthening the corporate governance of the Company. Details of the proposed amendments to the Articles of Association are set out in the appendix to this announcement. Save for the proposed amendments to the Articles of Association as set out in the appendix to this announcement, other provisions of the Articles of Association shall remain unchanged.

The proposed amendments to the Articles of Association will not become effective until they have been approved by the shareholders by way of a special resolution at the shareholders' meeting. A notice of the shareholders' meeting will be published and/or dispatched to the shareholders in due course.

By order of the Board
BaTeLab Co., Ltd.
Mr. Zhang Guangping
Chairman

Suzhou, the PRC, 7 August 2026

As at the date of this announcement, the Board comprises Mr. Zhang Guangping, Mr. Li Zhen and Mr. Li Yi as executive Directors; Mr. Kong Jianhua as non-executive Director; and Mr. Zhao Heming, Mr. Wen Chengge, Mr. Ma Ming and Ms. Kang Yuanshu as independent non-executive Directors.

APPENDIX: DETAILS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Articles of Association Before and After Amendments

Before amendments	After amendments
Article 19 …… The shareholders of the Company may, subject to compliance with the relevant provisions of relevant laws, the regulatory rules of the securities regulatory authority of the place where the Company's shares are listed, administrative regulations and departmental rules, convert their unlisted domestic shares into H shares and have them listed and traded on HKEX upon filing with China Securities Regulatory Commission (hereinafter referred to as the "CSRC"). Voting at the shareholders' meeting of shareholders of the Company is not required for the conversion of unlisted domestic shares into H shares. The listing and trading of unlisted domestic shares on HKEX shall also comply with the regulatory procedures, regulations and requirements of the overseas securities market. ……	**Article 19** …… The shareholders of the Company may, subject to compliance with the relevant provisions of relevant laws, the regulatory rules of the securities regulatory authority of the place where the Company's shares are listed, administrative regulations and departmental rules, ~~convert their unlisted domestic shares into H shares and have them listed and traded on HKEX~~ **apply for the conversion of their domestic unlisted shares into H shares listed on the HKEX (hereinafter referred to as the "Full Circulation") at their own discretion** upon filing with China Securities Regulatory Commission (hereinafter referred to as the "CSRC"). Voting at the shareholders' meeting of shareholders of the Company is not required for the conversion of unlisted domestic shares into H shares. ~~The listing and trading of unlisted domestic shares on HKEX~~ **Once the domestic unlisted shares are listed and circulated on the HKEX, they may not be transferred back to the domestic market,** **and** shall also comply with the regulatory procedures, regulations and requirements of the overseas securities market.

Before amendments	After amendments
	<u>**The Company, as the entity entrusted by shareholders to handle the filing of the Full Circulation, shall perform its fiduciary service obligations in accordance with laws and regulations and in a fair and impartial manner. The Board of the Company may, in accordance with the Articles of Association and applicable laws, formulate the Administrative Rules for Full Circulation (《全流通管理細則》) to regulate the Company's handling of matters relating to the Full Circulation.**</u> ……

Before amendments	After amendments
Article 80 The following matters shall be approved by special resolutions at the shareholders' meeting: …… (VI) any matters required by laws, administrative regulations, the regulatory rules of the securities regulatory authority of the place where the Company's shares are listed or the Articles of Association; any matters considered to have a substantial impact on the Company and to require approval by a special resolution by the shareholders' meeting in an ordinary resolution.	**Article 80** The following matters shall be approved by special resolutions at the shareholders' meeting: …… (VI) any matters required by laws, administrative regulations, the regulatory rules of the securities regulatory authority of the place where the Company's shares are listed or the Articles of Association; any matters considered to have a substantial impact on the Company and to require approval by a special resolution by the shareholders' meeting in an ordinary resolution. **Subject to compliance with applicable laws and regulations, the regulatory rules of the securities regulatory authority of the place where the Company's shares are listed, any requirements of regulatory authorities and other provisions of the Articles of Association, and without reducing, substituting or excluding any shareholders' approval, regulatory approval, abstention voting arrangements or other approval procedures required to be obtained in accordance with laws or regulations, the following matters shall, in addition to being considered and approved at the shareholders' meeting in accordance with other provisions of the Articles of Association, be subject to an additional condition of approval, namely that they shall be approved by not less than three-fourths of the voting rights represented by the affirmative votes cast, respectively,**

Before amendments	After amendments
	by the holders of unlisted domestic shares and H Shares (including proxies) present at the meeting and entitled to vote on such matters: **(I) an increase or decrease in registered capital, division, split, merger, dissolution and liquidation of the Company, and which, whether implemented individually or together with relevant arrangements, would result in a change in control of the Company;** **(II) amendments to the relevant anti-hostile takeover provisions in the Articles of Association and to this paragraph;** **(III) terminate, revoke or materially vary the anti-takeover measures implemented by the Board of Directors of the Company in compliance with applicable laws and regulations, the regulatory rules of the securities regulatory authority of the place where the Company's shares are listed and the provisions of the Articles of Association;**

Before amendments	After amendments
	(IV) in the event of a hostile takeover as provided in the Articles of Association, any proposals submitted by the acquirer to the shareholders' meeting for the purpose of implementing the hostile takeover, including those concerning the purchase or sale of assets, leasing in or leasing out of assets, donation of assets, related transactions, external investments (including entrusted wealth management, etc.), external guarantees, provision of financial assistance, restructuring of claims or debt, execution of management contracts (including entrusted operation, entrusted management, etc.), transfer of research and development projects, and execution of licensing agreements, or any other proposals that may have a material impact on the assets, liabilities, equity interests or operating results of the Company; (V) decides to withdraw the listing status of the Company's H Shares on the HKEX; (VI) other matters that have a material impact on the Company and are required to be considered and approved in the manner prescribed in this paragraph.

Before amendments	After amendments
Article 82 …… Where any shareholder is, under the applicable laws, regulations, normative documents and the Hong Kong Listing Rules, required to abstain from voting rights on any particular resolution or restricted to vote only for or only against any particular resolution, any votes cast by such shareholders or proxies thereof in violation of such requirement or restriction shall not be counted.	**Article 82** …… Where any shareholder is, under the applicable laws, regulations, normative documents and the Hong Kong Listing Rules, required to abstain from voting rights on any particular resolution or restricted to vote only for or only against any particular resolution, any votes cast by such shareholders or proxies thereof in violation of such requirement or restriction shall not be counted. **If a shareholder purchases shares with voting rights in violation of the provisions of Paragraphs 1 and 2 of Article 63 of the Securities Law, the shareholder shall not exercise voting rights on such shares exceeding the prescribed proportion within thirty-six months after the purchase, and such shares shall not be counted in the total number of shares with voting rights attending the shareholders' meeting. If the regulatory rules of the securities regulatory authority of the place where the Company's shares are listed stipulate otherwise, the relevant provisions shall prevail.**

Before amendments	After amendments
Article 99 The directors shall comply with laws, administrative regulations and the provisions of the Articles of Association, assume duties of loyalty to the Company, adopt measures to avoid conflicts between their own interests and the interests of the Company, and shall not take advantage of their powers to seek any improper interests. Directors shall owe the following duties of loyalty to the company: …… (X) other duties of loyalty stipulated by laws, administrative regulations, departmental rules, the regulatory rules of the securities regulatory authority of the place where the Company's shares are listed and the Articles of Association. ……	**Article 99** The directors shall comply with laws, administrative regulations and the provisions of the Articles of Association, assume duties of loyalty to the Company, adopt measures to avoid conflicts between their own interests and the interests of the Company, and shall not take advantage of their powers to seek any improper interests. Directors shall owe the following duties of loyalty to the company: …… **(X) not to provide any form of facilitation or assistance that is detrimental to the legitimate rights and interests of the Company or its shareholders to any organization or individual that intends to implement or is implementing a hostile takeover of the Company, or to their acquisition activities;** ~~(X)~~ **(XI)** other duties of loyalty stipulated by laws, administrative regulations, departmental rules, the regulatory rules of the securities regulatory authority of the place where the Company's shares are listed and the Articles of Association. ……

Before amendments	After amendments
Article 107 The Company shall set up a Board of Directors. The Board of Directors consists of eight directors, four of which are independent directors. The number of independent directors shall be not less than one-third of the total number of the Board of Directors. The Board of Directors shall have one chairman. The chairman shall be elected by the Board of Directors with a majority of vote of all directors. The composition and number of the Board of Directors shall comply with the provisions of the securities regulatory rules of the place where the Company's shares are listed.	**Article 107** The Company shall set up a Board of Directors. The Board of Directors consists of eight directors, four of which are independent directors. The number of independent directors shall be not less than one-third of the total number of the Board of Directors. The Board of Directors shall have one chairman. The chairman shall be elected by the Board of Directors with a majority of vote of all directors. The composition and number of the Board of Directors shall comply with the provisions of the securities regulatory rules of the place where the Company's shares are listed. **In the event of a hostile takeover of the Company, in order to safeguard the overall interests of the Company and the shareholders as well as the stability of the Company's operations, the Director candidate(s) nominated by the acquirer and persons acting in concert with it shall possess at least 5 years of business management experience in the same principal business of the Company at that time, along with the professional capabilities and knowledge commensurate with the performance of the duties of a Director.**

Before amendments	After amendments
New	**Article 113** **Subject to compliance with the applicable laws and regulations, regulatory rules, rules of the stock exchange, requirements of the securities regulatory authorities, these Articles of Association and other applicable normative documents of the place of incorporation of the Company and the place where the shares of the Company are listed, and provided that the Directors fulfill their fiduciary duties, duties of care and other statutory duties, if the Company faces a hostile takeover, the Board of the Company may independently take the following anti-takeover measures:** **(I) to review, discuss and analyze the materials regarding the future increase in shareholdings, acquisition and other subsequent arrangements submitted by the acquirer of the Company in accordance with the provisions of these Articles of Association, to propose analysis results and response measures, and to submit the same to the general meeting for consideration and confirmation where appropriate;** **(II) in consideration of the long-term interests of the Company, where a hostile takeover is unavoidable, the Board may select alternative acquirer(s) for the Company to prevent the hostile takeover act;**

Before amendments	After amendments
	<u>(III) in accordance with the relevant laws and regulations and the provisions of these Articles of Association, to take actions to appropriately adjust the shareholding structure of the Company to dilute the shareholding percentage of the hostile acquirer or increase the difficulty of the acquisition, including but not limited to issuing additional shares, implementing equity incentive plans, and issuing preference shares;</u> <u>(IV) to take other anti-takeover actions in compliance with laws and the provisions of regulations and these Articles of Association aimed at preventing the hostile acquirer from implementing the acquisition, including defensive reverse takeovers, legal litigation strategies, etc.</u> <u>Subject to compliance with the applicable laws and regulations, regulatory rules, rules of the stock exchange, requirements of the securities regulatory authorities, these Articles of Association and other applicable normative documents of the place of incorporation of the Company and the place where the shares of the Company are listed, when the Company faces a hostile takeover, the shareholder(s) continuously holding 10% or more of the shares of the Company for 180 consecutive days shall also have the right to take, or to request the Board in writing to take, the anti-takeover measures stipulated in these Articles of Association as well as those not stipulated herein but not prohibited by laws and administrative regulations and not detrimental to the legitimate rights and interests of the Company and its shareholders;</u>

Before amendments	After amendments
	upon receipt of such written document, the Board shall immediately take and implement anti-takeover measures in accordance with the provisions of these Articles of Association. Unless otherwise provided by the applicable laws and regulations, regulatory rules, rules of the stock exchange, requirements of the securities regulatory authorities, these Articles of Association and other applicable normative documents of the place of incorporation of the Company and the place where the shares of the Company are listed which require the approval of a general meeting or class meeting, the Board may take relevant measures in accordance with the law within its scope of authority without obtaining separate resolution authorization from the general meeting, provided that the actions of the Board shall not impair the legitimate rights and interests of the Company and its shareholders, and that the Board shall, after taking and implementing the anti-takeover measures, promptly make a public explanation to all shareholders by way of an announcement. Any anti-takeover measures implemented by the Board of Directors on the basis of compliance with applicable laws and regulations, the regulatory rules of the securities regulatory authority of the place where the Company's shares are listed, any requirements of regulatory authorities and the provisions of the Articles of Association shall be deemed valid unless terminated, revoked or materially varied in accordance with Article 80 of the Articles of Association.

Before amendments	After amendments
	<u>**Subject to compliance with the applicable laws and regulations, regulatory rules, rules of the stock exchange, requirements of the securities regulatory authorities, these Articles of Association and other applicable normative documents of the place of incorporation of the Company and the place where the shares of the Company are listed, in order to protect the stability of the Company's strategies and business as well as the interests of all shareholders (especially the minority shareholders), in the event of a hostile takeover as stipulated in these Articles of Association, the acquirer shall submit complete and clear intentions and opinions regarding the post-acquisition arrangement plans (including but not limited to the ultimate target amount of shareholding; post-acquisition nomination and replacement arrangements for the Board and senior management; strategic and policy plans for the Company's operations; business operation plans for the Company; plans for changes to the Company's assets, personnel, and technology, etc.), and discuss and reach a consensus with the Board of the Company. When the acquirer proposes resolutions to the general meeting of the Company regarding the disposal of the Company's assets or the acquisition of other assets, it shall provide sufficient analysis and explanation in such resolutions regarding the basic information of the assets to be disposed of or acquired, the necessity of the transaction, the pricing method and its reasonableness, the subsequent arrangements for the acquired or disposed assets, and the impact of the transaction on the sustainable profitability of the Company, and shall provide all relevant materials.**</u>

Before amendments	After amendments
	<u>In the event of a hostile takeover as stipulated in these Articles of Association, the acquirer shall bear the following legal liabilities:</u> **<u>(I) other shareholders of the Company shall have the right to request the acquirer to compensate for all economic losses (including direct and indirect losses) caused by its hostile takeover;</u>** **<u>(II) the Board of the Company shall have the right to proactively take anti-takeover measures pursuant to these Articles of Association and announce such takeover act as a hostile takeover, and whether such announcement is published or not shall not affect the implementation of the aforesaid anti-takeover measures;</u>** **<u>(III) the Board of the Company and other shareholders shall have the right to request the relevant securities regulatory authorities and the stock exchange to hold it legally liable.</u>**

Before amendments	After amendments
Article 203 …… (V) In the Articles of Association, the meaning of the term "accounting firm" is the same as that of "auditor" under the Hong Kong Listing Rules.	**~~Article 203~~ Article 204** …… (V) In the Articles of Association, the meaning of the term "accounting firm" is the same as that of "auditor" under the Hong Kong Listing Rules. **(VI) The "hostile takeover" referred to in these Articles of Association means an acquisition implemented by an acquirer for the purpose of obtaining control of the Company or significant influence over the decision-making of the Company without notifying and obtaining the consent of the Board, through means including but not limited to purchases in the secondary market, transfer by agreement, takeover offer, gratuitous transfer, judicial auction, indirect acquisition, forming a relationship of acting in concert with shareholder(s) or entrustment of voting rights. In the event of any dispute as to whether an acquisition constitutes a hostile takeover mentioned in these Articles of Association, the Board shall have the right to deliberate and pass a resolution on such matter, and the resolution made by the Board shall be the final basis for determining whether such acquisition constitutes a hostile takeover. If the securities regulatory authorities provide a clear definition of "hostile takeover" in the future, the scope of hostile takeover defined under these Articles of Association shall be adjusted in accordance with the regulations of the securities regulatory authorities.**

Note: In addition to the above table, if the sequence numbers of clauses change due to the addition or rearrangement of certain clauses, the sequence numbers of the clauses after the revision of this system shall be sequentially extended accordingly, and the sequence numbers of clauses involved in cross-references shall also be adjusted accordingly; The English version of the Articles of Association is an informal translation of the Chinese version. In case there is any inconsistency between the English version and the Chinese version, the Chinese version shall prevail.