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HUAYU EXPRESSWAY GROUP LIMITED

華昱高速集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1823)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**EGM**”) of Huayu Expressway Group Limited (the “**Company**”) will be held at Unit 1205, 12/F, Tower 1, Lippo Centre, 89 Queensway, Hong Kong on Thursday, 13 December 2018 at 11:00 a.m. for the following purposes:

AS SPECIAL BUSINESS

ORDINARY RESOLUTION

“THAT:

- (a) the agreement (the “**Agreement**”) (a copy of which is tabled at the EGM, marked “A” and initialed by the chairman of the EGM for identification purpose) and the transactions contemplated thereunder which constitute a very substantial disposal (as defined under the Listing Rules) and a connected transaction (as defined under the Listing Rules) to the Company, be and are hereby approved, confirmed and ratified; and
- (b) any one director (“**Director**”) and/or the company secretary of the Company be and is hereby authorised to perform all such acts, deeds and things and execute all documents as he/they consider necessary or expedient to effect and implement the Agreement and the transactions contemplated thereunder which constitute a very substantial disposal (as defined under the Listing Rules) and a connected transaction (as defined under the Listing Rules) to the Company.”

By Order of the Board of
Huayu Expressway Group Limited
Chan Yeung Nam
Chairman

Hong Kong, 23 November 2018

As at the date of this notice, the executive directors of the Company are Mr. Chan Yeung Nam, Mr. Mai Qing Quan and Mr. Fu Jie Pin and the independent non-executive directors of the Company are Mr. Sun Xiao Nian, Mr. Chu Kin Wang, Peleus and Mr. Hu Lie Ge.

Notes:

1. The register of members of the Company will be closed from 10 December 2018 to 13 December 2018 (both days inclusive) during which no transfer of Share(s) will be registered. Members whose names appear on the register of members of the Company at the close of business on 7 December 2018 will be entitled to attend and vote at the Meeting.
2. Any shareholder entitled to attend and vote at the Meeting is entitled to appoint another person as his/her proxy to attend and vote on his/her behalf. A shareholder of the Company who is the holder of two or more Shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company.
3. Where there are joint registered holders of any Shares, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such Shares as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present being the most, or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand in the register in respect of the relevant joint holding.
4. In order to be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the Meeting or any adjournment thereof.