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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 Friday, 11 June 2021 at 11:30 a.m. for the following purposes:

AS SPECIAL BUSINESS

ORDINARY RESOLUTIONS

“THAT:

- (a) the agreement (the “**Equity Transfer 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 major acquisition (as defined under the Listing Rules) and a connected transaction (as defined under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) to the Company, be and are hereby approved, confirmed and ratified;
- (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 Equity Transfer Agreement and the transactions contemplated thereunder which constitute a major acquisition (as defined under the Listing Rules) and a connected transaction (as defined under the Listing Rules) to the Company;
- (c) the agreement (the “**Loan Agreement**”) (a copy of which is tabled at the EGM, marked “B” and initialed by the chairman of the EGM for identification purpose) and the transactions contemplated thereunder which constitute a discloseable transaction and a connected transaction (as defined under the Listing Rules) to the Company, be and are hereby approved, confirmed and ratified; and

- (d) any one 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 Loan Agreement and the transactions contemplated thereunder which constitute a discloseable transaction and a connected transaction (as defined under the Listing Rules) to the Company.”

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

Hong Kong, 30 April 2021

As at the date of this notice, the executive Directors are Mr. Chan Yeung Nam, Mr. Mai Qing Quan and Mr. Fu Jie Pin and the independent non-executive Directors 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 8 June 2021 to 11 June 2021 (both days inclusive) during which no transfer of the share(s) (the “**Share(s)**”) in the share capital of the Company will be registered. Members whose names appear on the register of members of the Company at the close of business on 7 June 2021 will be entitled to attend and vote at the EGM.
2. Any shareholder entitled to attend and vote at the EGM 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 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time fixed for holding the EGM or any adjournment thereof.

5. For prevention and control of the spread of the coronavirus disease (COVID-19) pandemic at the EGM, the Company will implement the following precautionary measures, including but not limited to:
- compulsory body temperature checks
 - compulsory wearing of surgical face masks
 - no refreshments or drinks will be served

Any person who does not comply with the precautionary measures may be denied entry into the EGM venue.

6. In light of the continuing risks posed by COVID-19, the Company reminds its shareholders to appoint the chairman of the EGM as their proxy to vote according to their indicated voting instructions as an alternative to attending the EGM in person.
7. Subject to the development of COVID-19, the Company may implement further changes to the arrangement of the EGM and precautionary measures and may issue further announcement on such measures as appropriate.
8. If typhoon signal no. 8 or above, or a “black rainstorm warning is hoisted or remains hoisted at 1:00 p.m. on the date of the EGM, the meeting will be postponed. The Company will post an announcement on the Main Board’s website at www.hkexnews.hk and the Company’s website at www.huayu.com.hk to notify shareholders of the Company of the date, time and place of the rescheduled meeting.