

# HUAYU EXPRESSWAY GROUP LIMITED

## 華昱高速集團有限公司

(the “Company”)

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 1823)

### Procedures for Shareholders to Propose a Person for Election as a Director

Article 85 of the Articles of Association of the Company (the “Articles”) provides that:

“No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice signed by a Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that (if the Notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such Notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.”

For the purpose of the Articles:

- (i) “Member” means a duly registered holder from time to time of the shares in the capital of the Company;
- (ii) “Notice” means written notice unless otherwise specifically stated and as further defined in the Articles; and
- (iii) “Registration Office” means, in respect of any class of share capital, such place as the board of Directors may from time to time determine to keep a branch register of Members in respect of that class of share capital and where (except in cases where the board of Directors otherwise directs) the transfers or other documents of title for such class of share capital are to be lodged for registration and are to be registered.

Accordingly, if a shareholder of the Company (the “Shareholder”) wishes to nominate a person (the “candidate”) to stand for election as a director of the Company (the “Director”) at a general meeting of the Company, the following documents must be validly served at the Company’s head office in Hong Kong at Unit 1205, 12/F, Tower 1, Lippo Centre, No.89 Queensway, Hong Kong or at the Company’s Hong Kong share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, including (i) his/her notice of intention to propose a resolution at the general meeting; and (ii) a notice signed by the nominated candidate of his/her willingness to be appointed as a Director together with (a) his/her information as required to be disclosed under Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and such other information, as set out in the section below headed “Required information of the candidate(s) nominated by Shareholders”, and (b) his/her written consent to the publication of his/her personal data.

As stipulated in the Articles, (if the notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgement of such notices shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting and the minimum length of the period, during which such notices are given, shall be at least seven (7) days.

In order to allow the Shareholders to have sufficient time to consider the proposal of election of the candidate as a Director at the general meeting, Shareholders who wish to make the proposal are urged to submit and lodge the notices as early as practicable.

Upon receipt of the written notices from the Shareholder(s) to propose the proposed candidate(s) at the general meeting, the Company will then publish an announcement in accordance with the requirements under the Listing Rules or issue a supplementary circular. The particulars of the proposed candidate(s) will be included in the announcement or supplementary circular of the Company.

### **Required information of the candidate(s) nominated by Shareholders**

In order to enable Shareholders to make an informed decision on their election of Directors, the above described notice of intention to propose a resolution by a Shareholder should be accompanied by the following information of the nominated candidate(s):

- a) full name and age;
- b) positions held with the Company and its subsidiaries (if any);
- c) experience including (i) other directorships held in the past three years in public companies of which the securities are listed on any securities market in Hong Kong and overseas, and (ii) other major appointments and professional qualifications;
- d) current employment and such other information (which may include business experience and academic qualifications) of which Shareholders should be aware of, pertaining to the ability or integrity of the candidate;
- e) length or proposed length of service with the Company;
- f) relationships with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company, or an appropriate negative statement;
- g) interests in shares of HK\$0.01 each of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong), or an appropriate negative statement;
- h) a declaration made by the nominated candidate in respect of the information required to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules, or an appropriate negative statement to that effect where there is no information to be disclosed pursuant to any of such requirements nor there are any other matters relating to that nominated candidate's standing for election as a Director that should be brought to Shareholders' attention; and
- i) contact details.

Amended by the board of Directors on 15 November 2022

*Notes: If there are any discrepancies between the Chinese and English versions of these procedures for Shareholders to propose a person for election as a Director, the English version shall prevail.*