

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.

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 the extraordinary general meeting (the “**Meeting**”) 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, 9 June 2022 at 11:30 a.m. for the following purpose:

AS SPECIAL BUSINESS

SPECIAL RESOLUTION

To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution of the Company:

“**THAT** (i) the proposed amendments to the existing memorandum and articles of association of the Company (the “**Proposed Amendments**”), the details of which are substantially set out in Appendix I to the circular of the Company dated 18 May 2022, be and are hereby approved; (ii) the amended and restated memorandum and articles of association of the Company (the “**New Memorandum and Articles of Association**”), which contain all the Proposed Amendments and a copy of which has been produced to the Meeting and marked “**A**”, be and is hereby approved and adopted in substitution for, and to the exclusion of, the existing memorandum and articles of association of the Company; and (iii) the directors of the Company or the Company secretary be and are hereby authorised to do all things necessary to implement the adoption of the New Memorandum and Articles of Association including but not limited to the execution of any and all documents and attending to any and all filings in the Cayman Islands with the Registrar of Companies as may be necessary in connection therewith.”

Yours faithfully,

By Order of the Board

Huayu Expressway Group Limited

Chan Yeung Nam

Chairman

Hong Kong, 18 May 2022

As at the date of this notice, the executive directors of the Company are Mr. Chan Yeung Nam, Mr. Fu Jie Pin and Ms. Liu Bao Hua 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 6 June 2022 to 9 June 2022 (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 2 June 2022 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 of the Company (the “**Shares**”) may appoint more than one proxy to attend on the same occasion. A proxy needs 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 Company’s branch share registrar and transfer office 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 Meeting or any adjournment thereof.
5. Taking into account of the recent development of the pandemic caused by novel coronavirus pneumonia (COVID-19), the Company will implement the following prevention and control measures at the Meeting against the pandemic to protect the shareholders of the Company from the risk of infection:
 - (a) compulsory body temperature check will be conducted for every shareholder or proxy at the entrance of the venue. Any person with a body temperature of over 37.5 degrees Celsius will not be admitted to the venue;
 - (b) every shareholder or proxy is required to wear surgical facial mask throughout the Meeting, and to maintain a safe distance between seats; and
 - (c) no refreshment will be served, and there will be no corporate gifts.

Furthermore, the Company wishes to advise the shareholders, particularly the shareholders who are subject to quarantine in relation to COVID-19, that they may appoint any person or the chairman of the Meeting as a proxy to vote on the resolutions, instead of attending the Meeting in person.