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Canggang Railway Limited

滄港鐵路有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2169)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of Canggang Railway Limited (the “**Company**”) will be held at Conference Room, Building No. 1, 6th Yudai Road, Haidian District, Beijing, the People’s Republic of China on 16 June 2023 at 10:30 a.m. for the following purposes:

AS ORDINARY RESOLUTIONS

1. To receive and approve the audited consolidated financial statements of the Company and the reports of the directors (the “**Directors**”) and auditors of the Company for the year ended 31 December 2022;
2. To declare a final dividend of RMB2.8 cents per share for the year ended 31 December 2022;
3. Each as a separate resolution:
 - (a) To re-elect Mr. Xu Zhihua as a non-executive Director.
 - (b) To re-elect Mr. Liu Changchun as an independent non-executive Director.
 - (c) To re-elect Mr. Zhao Changsong as an independent non-executive Director.
 - (d) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
4. To re-appoint KPMG as the auditors of the Company and to authorise the Board to fix their remuneration;

5. To consider and, if thought fit, pass the following resolution, with or without modification, as an ordinary resolutions:

“THAT:

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and otherwise deal with additional shares of the Company (the “**Shares**”) (including the issue of any securities convertible into Shares, options and awards, warrants or similar rights to subscribe for any Shares), and to make, grant, sign or execute offers, agreements or options and awards which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and it is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make, grant, sign or execute offers, agreements or options and awards which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted and issued, whether pursuant to an option and award, or otherwise, by the Directors pursuant to the approval in this resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as defined in paragraph (d) below); or
 - (ii) the exercise of any rights of subscription or conversion under any warrants of the Company or any securities which are convertible into Shares; or
 - (iii) any issue of Shares under the share scheme of the Company at any time under the Listing Rules; or
 - (iv) scrip dividends or under similar arrangement providing for the allotment and issuance of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or
 - (v) any specific authority granted by the shareholders of the Company,shall not exceed 20% of the aggregate number of the Shares in issue as at the date of passing of this resolution, and the said approval pursuant to paragraph (a) above shall be limited accordingly;

(d) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held under any applicable laws or the articles of association of the Company; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting; and

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options and awards or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the Company’s register of members on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange outside Hong Kong).”

6. To consider and, if thought fit, pass the following resolution, with or without modification, as an ordinary resolutions:

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all powers of the Company to buy-back Shares or securities convertible into Shares on the Stock Exchange or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, in accordance with all applicable laws, rules and regulations, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares and securities convertible into Shares which may be bought-back by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate number of the Shares in issue as at the date of passing of this resolution and the said approval pursuant to paragraph (a) above shall be limited accordingly;

- (c) for the purpose of this resolution, “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held under any applicable laws or the articles of association of the Company; or
 - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders of the Company in general meeting.”
7. To consider and, if thought fit, pass the following resolution, with or without modification, as an ordinary resolution:

“**THAT** subject to the passing of the resolutions numbered 5 and 6 above, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with the Shares pursuant to the resolution numbered 5 above be and is hereby extended by the addition to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate number of the Shares bought-back by the Company under the authority granted pursuant to the resolution numbered 6 above, provided that such number of Shares shall not exceed 10% of the total number of Shares in issue as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of Shares after the date of passing of this resolution).”

AS SPECIAL RESOLUTION

8. To consider and, if thought fit, to pass (with or without amendments) the following resolution as special resolution:

“**THAT:**

- a. the proposed amendments (the “**Proposed Amendments**”) to the existing amended and restated articles of association of the Company (the “**Existing Articles**”), the details of which are set forth in Appendix III to the circular of the Company dated 21 April 2023, be and are hereby approved;
- b. the second amended and restated articles of association of association of the Company (incorporating the Proposed Amendments) (the “**New Articles of Association**”) in the form of the document marked “A” and produced to this meeting and for the purpose of identification initialed by the chairman of the meeting, be and is hereby approved and adopted in substitution for, and to the exclusion of, the Existing Articles with immediate effect; and

- c. any one director, secretary or registered office provider of the Company be and is hereby authorized to do all such acts and things and execute all such documents, deeds and make all such arrangements that he/she shall, in his absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the New Articles of Association and to make relevant registrations and filings in accordance with the relevant requirements of the applicable laws, rules and regulations in the Cayman Islands and Hong Kong.”

By order of the Board
Canggang Railway Limited
Liu Yongliang
Chairman

Hong Kong, 21 April 2023

Notes:

1. Any member entitled to attend and vote at the AGM convened by the above notice is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company.
2. In the case of joint holders of a Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto to, but if more than one of such joint holders are present at the AGM, personally or by proxy, that one of the said person so present whose name stands first in the register in respect of such Share shall alone be entitled to vote in respect thereof.
3. To determine the entitlement of the Shareholder to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 13 June 2023 to Friday, 16 June 2023 (both days inclusive), during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, all transfer share documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Monday, 12 June 2023.
4. To determine the entitlement of the Shareholder to receive the proposed final dividend, subject to the Shareholders’ approval on the proposed final dividend at the AGM, the register of members of the Company will also be closed from Friday, 23 June 2023 to Tuesday, 27 June, 2023 (both days inclusive), during which period no transfer of shares will be registered. In order to be eligible to receive the proposed final dividend, all transfer share documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 21 June 2023.

5. To be valid, the form of proxy, 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 deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the AGM (i.e. on or before 10:30 a.m. on 14 June 2023) or any adjourned meeting (as the case maybe).
6. Completion and delivery of the form of proxy will not preclude members from attending and voting in person at the AGM or adjourned meeting (as the case maybe), and in such event, the form of proxy shall be deemed to be revoked.
7. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the Board comprises Mr. Liu Yongliang and Mr. Yi Weiming as the executive Directors; Mr. Xu Zhihua and Mr. Qin Shaobo as the non-executive Directors; and Mr. Liu Changchun, Mr. Zhao Changsong and Ms. Lyu Qinghua as the independent non-executive Directors.