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(incorporated in Bermuda with limited liability)

(Stock Code: 412)

PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS AND PROPOSED ADOPTION OF THE NEW BYE-LAWS

This announcement is made by Shandong Hi-Speed Holdings Group Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company proposes to amend the existing bye-laws of the Company (the “**Existing Bye-laws**”) to (i) permit the Company to convene and hold electronic and/or hybrid general meetings of the Shareholders in addition to physical general meetings; (ii) bring the Existing Bye-laws in line with the latest regulatory requirements in relation to the expanded paperless listing regime and other relevant amendments made to the Listing Rules; and (iii) allow the Company to hold and dispose of any repurchased shares of the Company as treasury shares, in accordance with applicable laws of Bermuda and the recent amendments to the Listing Rules relating to treasury shares (the “**Proposed Amendments to the Existing Bye-laws**”).

The major areas of the Proposed Amendments to the Existing Bye-laws are summarized below:

- (a) to expressly provide that a general meeting may be held in one of the following forms as may be determined by the Board in its absolute discretion:
 - (i) a physical meeting, which means a general meeting held and conducted by physical attendance and participation by shareholders and/or proxies at the principal meeting place and/or, where applicable, one or more meeting location(s);
 - (ii) a hybrid meeting, which means a general meeting convened for the (1) physical attendance by shareholders and/or proxies at the principal meeting place and where applicable, one or more meeting location(s) and (2) virtual attendance and participation by shareholders and/or proxies by means of electronic facilities; or
 - (iii) an electronic meeting, which means a general meeting held and conducted wholly and exclusively by virtual attendance and participation by shareholders and/or proxies by means of electronic facilities;
- (b) to provide members of the Company with an option to send notice or documents to the Company electronically;
- (c) to update the provision regarding when a general meeting is to be adjourned or dissolved if a quorum is not present;
- (d) to expressly provide that any shareholder attending and participating at a general meeting by means of electronic facilities in person, by proxy or by a duly authorised representative (where applicable) shall be deemed to be present for all purposes, counted in the quorum for and entitled to participate at the meeting;
- (e) to expressly empower the chairman of a general meeting to, after the meeting has started, adjourn the meeting at his absolute discretion under certain circumstances, such as electronic facilities for use at the meeting having become inadequate, it having become impossible or impracticable to give attendees a reasonable opportunity to communicate and/or vote at the meeting, or it having become impossible or impracticable to secure the proper and orderly conduct of the meeting;

- (f) to expressly empower the Board to, before a general meeting (or any adjourned meeting thereof) is held, postpone the meeting and/or change the place and/or form of the meeting in its absolute discretion where it is inappropriate, impracticable, unreasonable or undesirable to hold such a meeting or in such manner for any reason;
- (g) to expressly permit the Company to designate an electronic address for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy and notice of termination of the authority of a proxy);
- (h) to expressly permit the Company to give a Director the notice of a meeting of the Board by electronic communication at the address or electronic address notified to the Company by such Director;
- (i) to allow the Company to hold and dispose of its shares as treasury shares in accordance with the applicable laws of Bermuda and the Listing Rules;
- (j) to update, modernise or codify provisions of the Existing Bye-laws to better align with the Listing Rules and applicable laws of Bermuda and make other consequential and housekeeping changes.

In view of the number of amendments proposed to be made to the Existing Bye-laws, for clarity, the Board proposed to adopt the new amended and restated Bye-laws incorporating the Proposed Amendments to the Existing Bye-laws (the “**New Bye-laws**”) in substitution for, and to the exclusion of, the Existing Bye-laws. At the forthcoming annual general meeting of the Company (the “**AGM**”), a special resolution will be proposed for the Shareholders to consider and, if thought fit, approve the Proposed Amendments to the Existing Bye-laws and the proposed adoption of the New Bye-laws (the “**Proposed Adoption of the New Bye-laws**”).

GENERAL INFORMATION

A circular containing, amongst other things, further details of the Proposed Amendments to the Existing Bye-Laws, the Proposed Adoption of the New Bye-laws and a notice of AGM, will be dispatched to the Shareholders in due course.

By order of the Board
Shandong Hi-Speed Holdings Group Limited
Li Tianzhang
Chairman

Hong Kong, 2 April 2025

As at the date of this announcement, the Board comprises Mr. Li Tianzhang, Mr. Zhu Jianbiao, Ms. Liao Jianrong, Mr. Liu Zhijie and Mr. Liu Yao as executive Directors; Mr. Liang Zhanhai, Mr. Chen Di and Mr. Wang Wenbo as non-executive Directors; and Mr. Guan Huanfei, Mr. Chan Wai Hei, Mr. Jonathan Jun Yan and Mr. Fang Ying as independent non-executive Directors.