



China Hongqiao Group Limited

中國宏橋集團有限公司

(Incorporated under the laws of Cayman Islands with limited liability)

(Stock Code: 1378)

(the “Company”)

PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR OF THE COMPANY ADOPTED ON 6 JANUARY 2023

1. PROVISIONS IN THE COMPANY’S ARTICLES OF ASSOCIATION

1.1 The provisions for a shareholder to propose a person for election as a director of the Company are laid down in Article 85 of the Company’s Articles of Association (the “**Articles of Association**”).

1.1.1 Extract of Article 85 of the Articles of Association is set out below:

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.

2. REQUIREMENTS UNDER THE RULES GOVERNING THE LISTING OF SECURITIES ON THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “LISTING RULES”)

2.1 Pursuant to Rules 13.70 and 13.74 of the Listing Rules, the Company shall:

- publish an announcement or issue a supplementary circular upon receipt of a notice from a shareholder to propose a person for election as a director at the general meeting where such notice is received by the Company after publication of the notice of general meeting;
- include in the announcement or supplementary circular the particulars required under Rule 13.51(2) of such person proposed to be elected as a director;

- publish such announcement or supplementary circular not less than 10 business days before the date of the relevant general meeting; and
- assess whether or not it is necessary to adjourn the meeting of the election to give shareholders at least 10 business days to consider the relevant information disclosed in the announcement or supplementary circular.

3. PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

3.1 In accordance with the requirements under Article 85 of the Articles of Association of the Company, no person other than a director retiring at the general meeting shall be eligible for election as a director at any general meeting, unless:

3.1.1 recommended by the directors for election; or

3.1.2 (i) a notice signed by a member (other than the person to be proposed) duly qualified to attend and vote at the general meeting for which such notice is given of his intention to propose such person for election; (ii) a written notice signed by the person to be proposed of his willingness to be elected.

3.2 The minimum length of the notice period for such notice(s) referred to in 3.1.2 (i) and (ii) above shall be at least seven (7) days. If such 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.

3.3 Therefore, if a shareholder wishes to propose a person for appointed as a director at a general meeting, he/she shall deposit the documents referred to in 3.1.2 (i) and (ii) above at the Company's head office at Huixian One Road, Zouping Economic Development District, Zouping City, Shandong Province, the PRC, or Computershare Hong Kong Investors Services Limited, the Company's Hong Kong Share Registrar, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, together with the disclosable personal information of the candidate as required by Rule 13.51(2) of the Listing Rules, and a letter of consent of the candidate indicating his/her consent of publication of his/her personal information.

3.4 In order to allow the Company's shareholders have sufficient time to consider the proposal of election of the candidate as a director of the Company, shareholders are urged to submit and lodge the Notice as early as practicable.

4. SUPPLEMENTARY INFORMATION

In accordance with Article 58 of the Articles of Association of the Company, any one or more shareholders holding the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at the general meetings shall have the right to require an extraordinary general meeting to be called. The requisition should specify the purpose of the meeting and should be made to the Company's head office or principal place of business in Hong Kong.

4.1 Extract of Article 58 of the Articles of Association is set out below:

The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may convene a physical meeting at only one location which will be the Principal Meeting Place, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

4.2 Accordingly, in addition to calling an extraordinary general meeting, shareholders holding in aggregate 10% or more of the voting shares at the nomination meeting may also specify the subject matter of the meeting, including the nomination of persons for election as directors of the Company.

5. BYE-LAWS

5.1 The interpretation and implementation of this policy shall be the sole responsibility of the Board. The Board shall also have the right to apply this policy liberally in the light of actual circumstances.

5.2 This policy will be published on the website of the Company (www.hongqiaochina.com) for public information.

5.3 If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.