
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Hongqiao Group Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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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)

**PROPOSED DECLARATION OF FINAL DIVIDEND,
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS,
PROPOSED GRANTING OF GENERAL MANDATES
TO REPURCHASE AND ISSUE SHARES
AND
NOTICE OF THE ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of the Company to be held at the Conference Hall on 8th Floor, Company Office Building, No. 12 Wei Fang Road, Zouping Economic Development District, Zouping City, Shandong Province, the PRC on Tuesday, 14 May 2024 at 9:00 a.m. is set out on pages 29 to 34 of this circular. A form of proxy for use at the Annual General Meeting is enclosed herewith. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.hongqiaochina.com), respectively.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to 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 as soon as possible but in any event not less than 48 hours before the time fixed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting if they so wish.

19 April 2024

CONTENTS

	<i>Page</i>
Responsibility Statement	ii
Definitions	1
Letter from the Board	
1. Introduction	4
2. Proposed Declaration of Final Dividend	4
3. Proposed Re-election of the Retiring Directors	4
4. Proposed Granting of the Repurchase and Issue Mandates	6
5. Annual General Meeting and Proxy Arrangement	7
6. Recommendation	7
7. Closure of Register of Members	8
8. General Information	9
Appendix I – Details of the Retiring Directors Proposed to be Re-elected at the Annual General Meeting	10
Appendix II – Explanatory Statement on the Repurchase Mandate	26
Notice of the Annual General Meeting	29

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement contained herein misleading.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held at the Conference Hall on 8th Floor, Company Office Building, No. 12, Wei Fang Road, Zouping Economic Development District, Zouping City, Shandong Province, the PRC on Tuesday, 14 May 2024 at 9:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the Annual General Meeting which is set out on pages 29 to 34 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“Company”	China Hongqiao Group Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	as defined in paragraph 4(b) of the letter from the Board in this circular
“Latest Practicable Date”	12 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Board

DEFINITIONS

“PRC”	the People’s Republic of China (excluding, for the purpose of this circular only, Hong Kong, the Macao Special Administrative Region of the People’s Republic of China and Taiwan)
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	as defined in paragraph 4(a) of the letter from the Board in this circular
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	the ordinary share(s) of US\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong
“%”	per cent

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Zhang Bo (*Chairman, Chief Executive Officer,*

Authorised Representative)

Ms. Zheng Shuliang (*Vice Chairman*)

Ms. Zhang Ruilian (*Vice President,*

Chief Financial Officer)

Ms. Wong Yuting (*Head of Corporate*

Finance Department)

Cayman Islands Registered Office:

P.O. Box 31119

Grand Pavilion,

Hibiscus Way

802 West Bay Road

Grand Cayman KY1-1205

Cayman Islands

Non-executive Directors:

Mr. Yang Congsen

Mr. Zhang Jinglei

Mr. Tu Yikai (*Mr. Zhang Hao as his alternate*)

Ms. Sun Dongdong

Place of Business in Hong Kong:

Unit 5105

51/F, Cheung Kong Center

2 Queen's Road Central, Central,

Hong Kong

Independent non-executive Directors:

Mr. Wen Xianjun

Mr. Han Benwen

Mr. Dong Xinyi

Ms. Fu Yulin

19 April 2024

To the Shareholders

Dear Sir/Madam,

**PROPOSED DECLARATION OF FINAL DIVIDEND,
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS,
PROPOSED GRANTING OF GENERAL MANDATES
TO REPURCHASE AND ISSUE SHARES
AND
NOTICE OF THE ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the Annual General Meeting and to notify you of the Annual General Meeting for the proposed (i) declaration of final dividend; (ii) re-election of the retiring Directors; and (iii) granting of the Repurchase Mandate and the Issue Mandate to the Directors, and the extension of the Issue Mandate by an amount representing the total number of the Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

2. PROPOSED DECLARATION OF FINAL DIVIDEND

According to the announcement of annual results of the Company for the year ended 31 December 2023 dated 22 March 2024, it was proposed by the Board for the payment of a final dividend for the year ended 31 December 2023 of HK29 cents per Share on or before Friday, 14 June 2024 to the Shareholders whose names appear on the register of members of the Company on Thursday, 30 May 2024, subject to the approval of the Shareholders in the forthcoming Annual General Meeting.

3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to Article 83(3) of the Articles of Association, the Board shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Shareholders after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

Pursuant to Article 84(1) of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years.

Twelve Directors, namely Mr. Zhang Bo, Ms. Zheng Shuliang, Ms. Zhang Ruilian, Ms. Wong Yuting, Mr. Yang Congsen, Mr. Zhang Jinglei, Mr. Tu Yikai (Mr. Zhang Hao as his alternate), Ms. Sun Dongdong, Mr. Wen Xianjun, Mr. Han Benwen, Mr. Dong Xinyi and Ms. Fu Yulin, being eligible, will offer themselves for re-election at the Annual General Meeting.

According to code provision B.2.3 of Part 2 of the Corporate Governance Code as set out in Appendix C1 of the Listing Rules, if an independent non-executive director serves more than nine years, his further appointment should be subject to a separate resolution to be approved by shareholders. Mr. Han Benwen has been appointed as an independent non-executive Director for more than nine years. The Company has received from Mr. Han Benwen a confirmation in respect of his independence in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules. Mr. Han Benwen has not engaged in

LETTER FROM THE BOARD

any executive management of the Group. Taking into consideration of his independent scope of work in the past years, the Board considers Mr. Han Benwen to be independent under the Listing Rules despite the fact that he has served the Company for more than nine years. Mr. Han Benwen is experienced in the auditing and accounting industry and has in-depth understanding of the operations and business of the Group. Mr. Han Benwen has been providing objective views in his capacity as an independent non-executive Director and a member of the Audit Committee, the Remuneration Committee and the Nomination Committee. He has contributed to the diversity of the Board by bringing valuable advices through his independent judgment and providing unbiased suggestions and independent guidance. In 2023, Mr. Han Benwen attended all the meetings of the Board, the Audit Committee, the Remuneration Committee and the Nomination Committee. In light of the above, his continued tenure will provide better oversight and bring quality services to the Company in various aspects. The Nomination Committee considers that Mr. Han's long services will not affect him to exercise independent judgment and is satisfied that he has the required character, integrity and experience to continue fulfilling his role as an independent non-executive Director. The Board has benefited greatly from the presence of Mr. Han Benwen who has contributed valuable insight into the Group over time and the Board believes that Mr. Han's continued tenure will bring considerable stability to the Board. The Board considers it in the interest of the Company and the Shareholders as a whole for Mr. Han to stand for re-election as independent non-executive Director. Separate resolution will be proposed for his re-election at the Annual General Meeting.

The nomination of each of Mr. Wen Xianjun, Mr. Han Benwen, Mr. Dong Xinyi and Ms. Fu Yulin for re-election as an independent non-executive Director has been considered and approved by the Nomination Committee and the Board. In approving such nominations, the Nomination Committee has considered the past performance of Mr. Wen Xianjun, Mr. Han Benwen, Mr. Dong Xinyi and Ms. Fu Yulin, the independence confirmations they have furnished to the Company in respect of their independence in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules and their skills, knowledge and experience. Each of Mr. Wen Xianjun, Mr. Han Benwen, Mr. Dong Xinyi and Ms. Fu Yulin is familiar with the Company's business and has proved their ability to provide independent, fair and objective opinions on the affairs of the Company. The Nomination Committee is of the view that Mr. Wen Xianjun, Mr. Han Benwen, Mr. Dong Xinyi and Ms. Fu Yulin will continue to bring to the Board their own perspective, skills and experience, as described in their biographical details in Appendix I to this circular. Based on the board diversity policy adopted by the Company, the Nomination Committee considered that Mr. Wen Xianjun, Mr. Han Benwen, Mr. Dong Xinyi and Ms. Fu Yulin can contribute to the diversity of the Board in various aspects, including culture, knowledge, educational background, experience and skills. In particular, for Mr. Wen Xianjun, the Nomination Committee has considered his extensive experience in the nonferrous metals industry; for Mr. Han Benwen, the Nomination Committee has considered his professional experience in the auditing and accounting industry; for Mr. Dong Xinyi, the Nomination Committee has considered his professional knowledge in legal affairs and for Ms. Fu Yulin, the Nomination Committee has considered her experience in the legal field. None of them holds seven or more listed company directorship, thus they can give sufficient time and attention to the Company's affairs.

LETTER FROM THE BOARD

Based on the above, the Board considered each of Mr. Wen Xianjun, Mr. Han Benwen, Mr. Dong Xinyi and Ms. Fu Yulin to be independent under the Listing Rules, and with the recommendation of the Nomination Committee, has nominated each of Mr. Wen Xianjun, Mr. Han Benwen, Mr. Dong Xinyi and Ms. Fu Yulin for re-election as an independent non-executive Director at the Annual General Meeting.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director(s) in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of the retiring Directors who are eligible and will offer themselves for re-election are set out in Appendix I to this circular.

4. PROPOSED GRANTING OF THE REPURCHASE AND ISSUE MANDATES

The general mandates previously granted to the Directors to repurchase and issue Shares by resolutions of the Shareholders passed on 16 May 2023 will expire at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase and issue Shares if and when appropriate, the following ordinary resolutions will be proposed at the Annual General Meeting to approve the granting of new general mandates to the Directors:

- (a) to repurchase Shares on the Stock Exchange not exceeding 10% of the total nominal amount of the Company's issued share capital as at the date of passing of such resolution (i.e. an aggregate nominal amount of Shares not exceeding US\$ 9,475,538 (equivalent to 947,553,800 Shares) on the basis that issued share capital of the Company remains unchanged as at the date of the Annual General Meeting) (the "**Repurchase Mandate**");
- (b) to allot, issue or deal with Shares not exceeding 20% of the total nominal amount of the Company's issued share capital as at the date of passing of such resolution (i.e. an aggregate nominal amount of Shares not exceeding US\$18,951,076 (equivalent to 1,895,107,600 Shares) on the basis that the issued share capital of the Company remains unchanged as at the date of the Annual General Meeting) (the "**Issue Mandate**"); and
- (c) to extend the Issue Mandate by an amount representing the total number of the Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Repurchase Mandate and the Issue Mandate will continue in force until the conclusion of the next annual general meeting of the Company to be held after the Annual General Meeting or any earlier date as referred to in the proposed ordinary resolutions contained in items 5 and 6 of the notice of the Annual General Meeting as set out on pages 29 to 34 of this circular. With reference to the Repurchase Mandate and the Issue Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares or issue any new Shares pursuant thereto.

LETTER FROM THE BOARD

In accordance with the requirements of the Listing Rules, the Company shall send to Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix II to this circular. Neither the explanatory statement nor the Repurchase Mandate has any unusual features.

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 29 to 34 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, among others, the declaration of final dividend, the re-election of the retiring Directors, the granting of the Repurchase Mandate and the Issue Mandate as well as the extension of the Issue Mandate by an amount representing the total number of the Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the Annual General Meeting. An announcement on the poll vote results will be made by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.hongqiaochina.com), respectively. Whether or not you are able to attend the Annual General Meeting, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, to 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 as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish and in such event, the form of proxy shall be deemed to be revoked.

6. RECOMMENDATION

The Directors consider that the proposed declaration of final dividend, the proposed re-election of the retiring Directors, the proposed granting of the Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate are in the interests of the Company, the Group and the Shareholders.

The Directors believe that the exercise of the Issue Mandate will enable the Company to take advantage of market conditions to raise additional capital for the Company.

LETTER FROM THE BOARD

The Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases of Shares will benefit the Company and the Shareholders.

The exercise of the Repurchase Mandate in full could have a material adverse impact on the working capital and gearing position of the Company compared with that as at 31 December 2023, being the date of its latest audited consolidated financial statements. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

7. CLOSURE OF REGISTER OF MEMBERS

The share register of the Company will be closed from Wednesday, 8 May 2024 to Tuesday, 14 May 2024 (both days inclusive), during which no transfer of Shares will be effected. Shareholders whose names appear on the register of members of the Company on Tuesday, 14 May 2024 are entitled to attend and vote at the Annual General Meeting. In order to be entitled to attend the forthcoming Annual General Meeting and vote at such meeting, all completed share transfer forms accompanying with the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, not later than 4:30 p.m. on Tuesday, 7 May 2024. The address of Computershare Hong Kong Investor Services Limited is Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.

The share register of the Company will be closed from Friday, 24 May 2024 to Thursday, 30 May 2024 (both days inclusive), during which no transfer of Shares will be effected. Shareholders whose names appear on the register of members of the Company on Thursday, 30 May 2024 are entitled to the proposed final dividend. In order to qualify for the proposed final dividend, all completed share transfer forms accompanying with the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, not later than 4:30 p.m. on Thursday, 23 May 2024. The address of Computershare Hong Kong Investor Services Limited is Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.

LETTER FROM THE BOARD

8. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Details of the Retiring Directors Proposed to be Re-elected at the Annual General Meeting) and Appendix II (Explanatory Statement on the Repurchase Mandate) to this circular.

Yours faithfully,
By Order of the Board
Zhang Bo
Chairman

Pursuant to the Listing Rules, the details of the retiring Directors, who will offer themselves for re-election at the Annual General Meeting, are provided below.

(1) **Mr. Zhang Bo**

Mr. Zhang Bo (張波), aged 54, was appointed as an executive Director and the chief executive officer of the Company on 16 January 2011. He was elected as the chairman of the Board and a member of each of the Remuneration Committee and the Nomination Committee on 31 May 2019. He has been the chairman of the Nomination Committee since 16 May 2023. He graduated from Shandong Broadcast and Television University (山東廣播電視大學) majoring in financial accounting and obtained a bachelor's degree in economics in August 1996. He also obtained a master degree in software engineering in Wuhan University (武漢大學) in June 2005. He is responsible for the overall strategic planning and operations of the Group. He joined the Group in 2006 and has seventeen years of experience in aluminum industry. He had been the deputy general manager of Shandong Weiqiao Chuangye Group Company Limited (山東魏橋創業集團有限公司) (“**Weiqiao Chuangye Group**”) from April 1998 to February 1999, and successively served as the general manager, executive director and chairman of Weiqiao Textile Company Limited (魏橋紡織股份有限公司) (“**Weiqiao Textile**”, a company formerly listed on the Stock Exchange, stock code before delisting: 2698.HK) (including its predecessor) from March 1999 to September 2006, a director of Weihai Weiqiao Textile Company Limited (威海魏橋紡織有限公司) from July 2001 to May 2010, the chairman and general manager of Binzhou Weiqiao Technology Industrial Park Company Limited (濱州魏橋科技工業園有限公司) (“**Binzhou Industrial Park**”) from November 2001 to May 2010, the general manager of Shandong Hongqiao New Material Co., Ltd. (山東宏橋新型材料有限公司) (“**Shandong Hongqiao**”) from January 2010 to January 2021, the chairman of Binzhou Aluminum Industry Association from June 2014 to August 2020, a vice chairman of the International Aluminium Institute from November 2016 to August 2020 and an executive director and the general manager of Shandong Hongtuo Industrial Company Limited (山東宏拓實業有限公司) (“**Hongtuo Industrial**”) from June 2019 to December 2021. Currently, he is the chairman and the general manager of Weiqiao Aluminum & Power Co., Ltd. (山東魏橋鋁電有限公司) (“**Weiqiao Aluminum & Power**”) since November 2006, a director (since January 2010) and the general manager (since November 2021) and the chairman (since June 2019) of Shandong Hongqiao, a director of Hongqiao (HK) International Trading Limited (宏橋(香港)國際貿易有限公司) (“**Hongqiao (HK) Trading**”) since April 2012, a director of Hongqiao Investment (Hong Kong) Limited since January 2015, the chairman of Weiqiao Chuangye Group since September 2018, a director of China Hongqiao Investment Limited (中國宏橋投資有限公司) since May 2019, the chairman of Hongtuo Industrial since December 2021 and an executive director of Hongqiao International Trading Limited (宏橋國際貿易有限公司) since April 2020. He has been the honorary chairman of Binzhou Aluminum Industry Association since August 2020, a deputy president of China Nonferrous Metals Industry Association since March 2015, the chairman of Shandong Aluminium Industry Association since March 2019, the chairman of Binzhou Entrepreneurs Association since January 2020, the vice chairman of Binzhou Shipping Charity Foundation (since September 2020), the chairman of Binzhou Charity Federation (since October 2020), honorary president of Zouping City Entrepreneurs Association (since May 2022). He was selected by the State Council of the PRC as

(2) Ms. Zheng Shuliang

Ms. Zheng Shuliang (鄭淑良), aged 77, was appointed as the vice chairman and an executive Director on 16 January 2011. She joined the Group in July 2009. She successively held the positions of the section chief, director of metering division of raw materials purchase department and deputy director of raw materials supply department of Weiqiao Chuangye Group (including its predecessor) from November 1996 to June 1999, the director of metering department of Chuangye Group from June 1999 to June 2001. She is currently a director and the vice chairman of Shandong Hongqiao (since January 2010), a director of Weiqiao Aluminum & Power (since November 2011) and the chairman of Binzhou Shipping Charity Foundation (since September 2020). She is the mother of Mr. Zhang Bo and the mother-in-law of Mr. Yang Congsen.

Interests in shares

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Zheng Shuliang was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emolument

As set out in the service contract entered into by Ms. Zheng Shuliang and the Company, the fixed portion of the annual salary of Ms. Zheng Shuliang shall be RMB500,000 (subject to adjustment made by the Remuneration Committee and the general meeting of the Company). The Company may provide Ms. Zheng Shuliang with other benefits which it may determine from time to time. The emolument of Ms. Zheng Shuliang has been determined in accordance with the Articles of Association and the remuneration policy of the Company.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

Save as disclosed above and as at the Latest Practicable Date, Ms. Zheng Shuliang had not held any directorships in listed public companies in the last three years, did not have any other relationship with any other Director, senior management, substantial or controlling shareholder (as defined under the Listing Rules) of the Company and had no information to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters concerning Ms. Zheng Shuliang that need to be brought to the attention of the Shareholders.

(3) Ms. Zhang Ruilian

Ms. Zhang Ruilian (張瑞蓮), aged 46, was appointed as an executive Director on 11 December 2017. She graduated from Shandong Economic Management School of Light Industry (山東省輕工業經濟管理學校) and obtained the diploma in accounting in July 1996. She obtained the bachelor's degree in accounting from Beijing Foreign Studies University (北京外國語大學) in July 2019. She joined the Group in June 2006 and has over 23 years of experience in accounting. She is responsible for the supervision of the Group's finance and accounting affairs. She served as the manager of audit department of Weiqiao Chuangye Group from December 2005 to June 2006. She has been the head of financial department of Weiqiao Aluminum & Power since June 2006, a director of Weiqiao Aluminum & Power since December 2014, the manager of financial department of Shandong Hongqiao since February 2010, a director of Shandong Hongqiao since December 2014 and a director of Hongqiao (HK) Trading since April 2012. She is currently the vice president (since January 2011) and the chief financial officer (since September 2014) of the Company, and the director of Weiqiao Chuangye Group (since February 2024).

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Zhang Ruilian was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emolument

As set out in the service contract entered into by Ms. Zhang Ruilian and the Company, the fixed portion of the annual salary of Ms. Zhang Ruilian shall be RMB500,000 (subject to adjustment made by the Remuneration Committee and the general meeting of the Company). The Company may provide Ms. Zhang Ruilian with other benefits which it may determine from time to time. The emolument of Ms. Zhang Ruilian has been determined in accordance with the Articles of Association and the remuneration policy of the Company.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

Save as disclosed above and as at the Latest Practicable Date, Ms. Zhang Ruilian had not held any directorships in listed public companies in the last three years, did not have any relationship with any Director, senior management, substantial or controlling shareholder (as defined under the Listing Rules) of the Company and had no information to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters concerning Ms. Zhang Ruilian that need to be brought to the attention of the Shareholders.

(4) Ms. Wong Yuting

Ms. Wong Yuting (王雨婷女士), aged 39, was appointed as an executive Director Company on 20 August 2021. She graduated from the business school of The University of Nottingham (United Kingdom) in December 2008, majoring in risk management and microeconomics. She joined the Company in June 2011. Ms. Wong was the head of investor relations of the Company from June 2011 to January 2023 and has been the head of corporate finance of the Company from March 2014 to present, and is responsible for the Company's overseas capital markets, institutional investor communications, financing and mergers and acquisitions.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Wong Yuting was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emolument

As set out in the service contract entered into by Ms. Wong Yuting and the Company, the fixed portion of the annual salary of Ms. Wong Yuting shall be RMB500,000 (subject to adjustment made by the Remuneration Committee and the general meeting of the Company). The Company may provide Ms. Wong Yuting with other benefits which it may determine from time to time. The emolument of Ms. Wong Yuting has been determined in accordance with the Articles of Association and the remuneration policy of the Company.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

Save as disclosed above and as at the Latest Practicable Date, Ms. Wong Yuting had not held any directorships in listed public companies in the last three years, did not have any relationship with any Director, senior management, substantial or controlling shareholder (as defined under the Listing Rules) of the Company and had no information to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters concerning Ms. Wong Yuting that need to be brought to the attention of the Shareholders.

(5) Mr. Yang Congsen

Mr. Yang Congsen (楊叢森), aged 54, was appointed as a non-executive Director on 16 January 2011. He graduated from Ocean University of Qingdao (青島海洋大學) and obtained a junior college diploma in international trade in July 1998. He obtained a master's degree of business administration from Dalian University of Technology (大連理工大學) in July 2006. He joined the Group in January 2007 and has over 23 years of management experience. He was responsible for the production and operations of the self-owned power plants of the Group and was also the deputy general manager of Weiqiao Aluminum & Power prior to the listing of the Company in 2011. He held the positions of the network administrator of human resources division of Weiqiao Chuangye Group (including its predecessor) from October 1997 to December 1999, the head of thermal power plant of Weiqiao Chuangye Group from December 1999 to October 2003, the deputy general manager of Weiqiao Chuangye Group from January 2005 to June 2006 and the general manager of Shandong Hongqiao from January 2021 to December 2021. He is currently a director of Weiqiao Changye Group, a director of Shandong Hongqiao (since January 2010), a director of Weiqiao Aluminum & Power (since December 2006), the managing director of Hongtuo Industrial (since December 2021) and a director and the chairman of Shandong Hongchuang Aluminum Industry Holding Company Limited (山東宏創鋁業控股股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 002379.SZ) (since January 2024). He is the son-in-law of Ms. Zheng Shuliang and the brother-in-law of Mr. Zhang Bo.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Yang Congsen was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emolument

As set out in the service contract entered into by Mr. Yang Congsen and the Company, the fixed portion of the annual salary of Mr. Yang Congsen shall be RMB600,000 (subject to adjustment made by the Remuneration Committee and the general meeting of the Company). The Company may provide Mr. Yang Congsen with other benefits which it may determine from time to time. The emolument of Mr. Yang Congsen has been determined in accordance with the Articles of Association and the remuneration policy of the Company.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

Save as disclosed above and as at the Latest Practicable Date, Mr. Yang Congsen had not held any directorships in listed public companies in the last three years, did not have any other relationship with any other Director, senior management, substantial or controlling shareholder (as defined under the Listing Rules) of the Company and had no information to be disclosed pursuant to any of the requirements under paragraphs

13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Yang Congsen that need to be brought to the attention of the Shareholders.

(6) Mr. Zhang Jinglei

Mr. Zhang Jinglei (張敬雷), aged 47, was appointed as a non-executive Director on 16 January 2011. He graduated from Chang'an University (長安大學, formerly known as Xi'an Engineering College (西安工程學院)) and obtained the junior college diploma in proximate analysis in July 1997. He has been an EMBA student at PBC School of Finance, Tsinghua University (清華大學五道口金融學院). He joined the Group in January 2011. He joined Weiqiao Textile, (including its predecessor) in October 1997, and worked in the sales department of Weiqiao Textile (including its predecessor) from September 1998 to September 2000, and has successively worked at the securities office, production technology section and the capital markets department of Weiqiao Textile since October 2000. He is currently an executive director (since June 2010) and the company secretary (since May 2010) of Weiqiao Textile and a director of Weiqiao Chuangye Group (since September 2018) and a director of Shandong Hongqiao (since January 2021).

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Zhang Jinglei was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emolument

As set out in the service contract entered into by Mr. Zhang Jinglei and the Company, the fixed portion of the annual salary of Mr. Zhang Jinglei shall be RMB300,000 (subject to adjustment made by the Remuneration Committee and the general meeting of the Company). The Company may provide Mr. Zhang Jinglei with other benefits which it may determine from time to time. The emolument of Mr. Zhang Jinglei has been determined in accordance with the Articles of Association and the remuneration policy of the Company.

Mr. Zhang Jinglei voluntarily waived his Director's emolument for 2023.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

Save as disclosed above and as at the Latest Practicable Date, Mr. Zhang Jinglei had not held any other directorships in listed public companies in the last three years, did not have any relationship with any Director, senior management, substantial or controlling shareholder (as defined under the Listing Rules) of the Company and had no information to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Zhang Jinglei that need to be brought to the attention of the Shareholders.

(7) Mr. Tu Yikai (Mr. Zhang Hao as his alternate)

Mr. Tu Yikai, aged 47, was appointed as a non-executive Director on 28 December 2023. He graduated from Chongqing University (重慶大學) in July 1999 and obtained a bachelor's degree, majoring in management. He also graduated from University of Science and Technology Beijing (北京科技大學) in March 2002 and obtained a master's degree, majoring in management. From April 2002 to July 2002, Mr. Tu Yikai served as the account manager in the corporate business department of the banking department at the head office (總行營業部) of China CITIC Bank Corporation Limited (中信銀行股份有限公司, stock code: 998.HK and 601998.SH, formerly known as China CITIC Industrial Bank. "**CITIC Bank**"). From July 2002 to November 2002, he served as the account manager of the Fuhua Building Sub-Branch (富華大廈支行) of the banking department at the head office of CITIC Bank. From November 2002 to October 2006, he successively served as the account manager and senior account manager in the investment banking department of the banking department at the head office of CITIC Bank. From October 2006 to April 2008, he successively served as the deputy manager and manager of the strategic clients department of the corporate banking department of the banking department at the head office of CITIC Bank. From April 2008 to December 2008, he served as the assistant general manager of the corporate banking department of the banking department at the head office of CITIC Bank. From December 2008 to April 2010, he successively served as the senior manager and deputy general manager of the second division of trust business of CITIC Trust Co., Ltd. (中信信託有限責任公司, "**CITIC Trust**"). From April 2010 to November 2015, he successively served as the deputy general manager and general manager of the third division of trust business of CITIC Trust. From July 2013 to March 2015, he served as the business director of CITIC Trust. Since March 2015, he has been the deputy general manager of CITIC Trust. Mr. Tu Yikai has also served various concurrent positions including the chairman of the board of CITIC-prudential Fund Management Company Ltd. (中信保誠基金管理有限公司) (since October 2021) and CITIC-CP Asset Management Company Ltd. (中信信誠資產管理有限公司) (since January 2022). He has also been the director of CTI Capital Management Limited (中信信惠國際資本有限公司) (since April 2022), CITIC Consumer Finance Co., Ltd. (中信消費金融有限公司) (since January 2022), China Trust Registration Co., Ltd. (中國信託登記有限責任公司) (since March 2022) and China Trust Protection Fund Co., Ltd. (中國信託業保障基金有限責任公司) (since April 2022), and has been the vice chairman of China Trustee Association (中國信託業協會) (since December 2021) and the board member of CITIC Foundation (中信基金會理事會) (since June 2021). He obtained the fund qualification from Asset Management Association of China (中國證券投資基金業協會) in 2002 and also obtained the qualification of Certified Public Accountant in China in 2005.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Tu Yikai was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emolument

As set out in the service contract entered into by Mr. Tu Yikai and the Company, Mr. Tu Yikai will not receive any director's emolument from the Company.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

Save as disclosed above and as at the Latest Practicable Date, Mr. Tu Yikai had not held any other directorships in listed public companies in the last three years, did not have any relationship with any Director, senior management, substantial or controlling shareholder (as defined under the Listing Rules) of the Company and had no information to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Tu Yikai that need to be brought to the attention of the Shareholders.

Mr. Zhang Hao (張浩), aged 49, was appointed as an alternate Director to Mr. Tu Yikai on 28 December 2023. He graduated from University of International Business and Economics (對外經濟貿易大學), formerly known as China Institute of Finance (中國金融學院) with a bachelor of economics degree majoring in international finance in July 1996. He served as a foreign exchange trader and the deputy manager of the treasury department of CITIC Bank (stock code: 998.HK and 601998.SH) successively from August 1996 to June 2003. He served as a director of the financial market department of Calyon Hong Kong Limited from July 2003 to June 2005, and an executive director of the financial market department of Bear Stearns Asia Limited from July 2005 to June 2008. He also served as the managing director of the financial market department of Standard Chartered Bank (HK) Ltd. from July 2008 to July 2014. From 11 December 2017 to 2 February 2018 and from 31 August 2018 to 27 January 2021, he served as an alternate Director to Mr. Chen Yisong, a former non-executive Director of the Company. From 27 January 2021 to 29 December 2022, he served as an alternate Director to Mr. Li Zimin, a former non-executive Director of the Company. From 29 December 2022 to 28 December 2023, he served as an alternate Director to Mr. Liu Xiaojun, a former non-executive Director. Since August 2014, he has served as the chief executive officer and the director of CTI Capital Management Limited (中信信惠國際資本有限公司) and also served in CTI Capital Hong Kong Limited (中信信惠國際資本(香港)有限公司), being a wholly-owned subsidiary of CTI Capital Management Limited and holding licenses issued by the Securities and Futures Commission of Hong Kong to carry out regulated activities) as the chief executive officer, the director and the responsible officer for type 1 (dealing in securities) and type 4 (advising on securities) regulated activities and the licensed representative for type 9 (asset management) regulated activities.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Zhang Hao was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emolument

There is no service contract or letter of appointment between the Company and Mr. Zhang Hao with respect to his appointment as an alternate Director to Mr. Tu Yikai. Mr. Zhang Hao will cease to be an alternate Director to Mr. Tu Yikai if Mr. Tu Yikai ceases to be a Director. Mr. Zhang Hao shall not be entitled to receive any remuneration from the Company in respect of his appointment as an alternate Director to Mr. Tu Yikai.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

Save as disclosed above and as at the Latest Practicable Date, Mr. Zhang Hao had not held any other directorships in listed public companies in the last three years, did not have any relationship with any Director, senior management, substantial or controlling shareholder (as defined under the Listing Rules) of the Company and had no information to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Zhang Hao that need to be brought to the attention of the Shareholders.

(8) Ms. Sun Dongdong

Ms. Sun Dongdong (孫冬冬), aged 46, was appointed as a non-executive Director on 5 March 2021. She is a certified senior economist and budget specialist, and graduated from Shandong Institute of Architectural Engineering (山東建築工程學院) majoring in heating, ventilation and air conditioning engineering in July 1998. She successively held various positions in Weiqiao Aluminum & Power, as the chief of the supply section from November 2000 to June 2006, the chief of electrical and mechanical services section of the material supply department from June 2006 to May 2010, the chief of budget audit section from May 2010 to June 2011, the chief of audit supervisory department from June 2011 to March 2018, and the chief of audit department from March 2018 to October 2020. She has been serving as a supervisor of Shandong Hongqiao since June 2019, a supervisor of Weiqiao Aluminum & Power since June 2019, a supervisor of Yunnan Hongqiao New Material Co., Ltd. (雲南宏橋新型材料有限公司) since October 2019, a supervisor of Yunnan Hongtai New Material Co., Ltd. (雲南宏泰新型材料有限公司) since October 2019, a supervisor of Shanghai Helu Equity Investment Management Co., Ltd. (上海和魯股權投資管理有限公司) since November 2019, the chief of audit department of Shandong Hongqiao since October 2020, and a supervisor of Weiqiao Chuangye Group since February 2024..

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Sun Dongdong was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emolument

As set out in the service contract entered into by Ms. Sun Dongdong and the Company, the fixed portion of the annual salary of Ms. Sun Dongdong shall be RMB300,000 (subject to adjustment made by the Remuneration Committee and the general meeting of the Company). The Company may provide Ms. Sun Dongdong with other benefits which it may determine from time to time. The emolument of Ms. Sun Dongdong has been determined in accordance with the Articles of Association and the remuneration policy of the Company.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

Save as disclosed above and as at the Latest Practicable Date, Ms. Sun Dongdong had not held any directorships in listed public companies in the last three years, did not have any relationship with any Director, senior management, substantial or controlling shareholder (as defined under the Listing Rules) of the Company and had no information to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Ms. Sun Dongdong that need to be brought to the attention of the Shareholders.

(9) Mr. Wen Xianjun

Mr. Wen Xianjun(文獻軍), aged 61, was appointed as an independent non-executive Director on 5 March 2021. He has been a member of the Audit Committee and Remuneration Committee since 16 May 2023. He graduated from Central South University (中南大學), formerly known as Central South Institute of Mining and Metallurgy (中南礦冶學院) with a bachelor of engineering degree majoring in metallic materials in July 1984, and graduated from Beijing Non-Ferrous Research Institute (北京有色金屬研究總院) with a master of engineering degree majoring in metallic materials in June 1990. He successively served as an associate engineer of Beijing Non-Ferrous Research Institute from August 1984 to August 1987, an engineer of the technology department of China National Non-ferrous Metals Industry Corporation (中國有色金屬工業總公司) from July 1990 to June 1992, a deputy director and a senior engineer of Development and Exchange Centre of China Nonferrous Metals Industry Technology (中國有色金屬技術開發交流中心) from September 1992 to January 1996, a deputy director of the investment and operations department and a senior engineer of China National Non-ferrous Metals Industry Corporation (中國有色金屬工業總公司) from February 1996 to April 1998, the deputy head, a director-level consultant and a senior engineer of Industry Administration Department of the State Nonferrous Metals Industry Administration of China (國家有色金屬工業局行業管理司) from May 1998 to December 2000, as well as the director of CPC Central Enterprise Working Committee (中央企業工委) from January 2001 to March 2001. He successively served as the deputy head of industry coordination department, the head of the aluminum department, the vice chairman and a professor level senior engineer of China Nonferrous Metals Industry Association (中國有色金屬工業協會) from April 2001 to April 2021 and also served as the chairman of China Nonferrous Metals Processing Industry Association (中國有色金屬加工工業協會) from October

2010 to October 2017. He has also served as an independent director in various listed companies. He served as an independent director of Henan Zhongfu Industrial Co., Ltd. (河南中孚實業股份有限公司) (“**Zhongfu Industrial**”) (a company listed on the Shanghai Stock Exchange (stock code: 600595.SH)) from October 2009 to November 2014, an independent director of Ningxia Orient Tantalum Industry Co., Ltd. (寧夏東方鉭業股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 000962.SZ) from March 2011 to October 2014, an independent director of Zhejiang Dongliang New Material Co., Ltd. (浙江棟樑新材股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 002082.SZ) from May 2011 to September 2013, an independent director of Jiaozuo Wanfang Aluminum Manufacturing Co., Ltd. (焦作萬方鋁業股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 000612.SZ) from July 2013 to October 2014, an independent director of Suzhou Lopsking Aluminium Co. Ltd. (蘇州羅普斯金鋁業股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 002333.SZ) from October 2013 to October 2014 as well as an independent director of China Zhongwang Holdings Limited (中國忠旺控股有限公司) (a company listed on the Stock Exchange, stock code: 01333.HK) from July 2008 to July 2021. He has served as independent director of Henan Shenhua Coal & Power Co., Ltd. (河南神火煤電股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 000933.SZ) since May 2020, an independent director of Guangdong Xingfa Aluminium Co. Ltd. (廣東興發鋁業有限公司) (a company listed on the Stock Exchange, stock code: 00098.HK) since August 2021, an independent director of Zhejiang Hailiang Co., Ltd (浙江海亮股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 002203.SZ) since September 2021 and an independent director of Zhongfu Industrial (a company listed on the Shanghai Stock Exchange, stock code: 600595.SH) since November 2021.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Wen Xianjun was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director’s emolument

As set out in the service contract entered into by Mr. Wen Xianjun and the Company, the fixed portion of the annual salary of Mr. Wen Xianjun shall be RMB200,000 (subject to adjustment made by the Remuneration Committee and the general meeting of the Company). The Company may provide Mr. Wen Xianjun with other benefits which it may determine from time to time. The emolument of Mr. Wen Xianjun has been determined in accordance with the Articles of Association and the remuneration policy of the Company.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

Save as disclosed above and as at the Latest Practicable Date, Mr. Wen Xianjun had not held any other directorships in listed public companies in the last three years, did not have any relationship with any Director, senior management, substantial or

controlling shareholder (as defined under the Listing Rules) of the Company and had no information to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Wen Xianjun that need to be brought to the attention of the Shareholders.

(10) Mr. Han Benwen

Mr. Han Benwen (韓本文), aged 73, was appointed as an independent non-executive Director on 16 January 2011. He graduated from Shandong University (山東大學) and obtained a certificate in foreign economy in May 1994. He is a certified public accountant recognised by the Shandong Institute of Certified Public Accountants (山東省註冊會計師協會) and is a qualified middle level auditor. He worked in Zouping County Audit Bureau (鄒平縣審計局) as a clerical officer from August 1985 to December 1999 and in Shandong Jianxin Certified Public Accountants Corporation (山東鑒鑫會計師事務所有限公司) (formerly known as Zouping Jianxin Certified Public Accountants Corporation (鄒平鑒鑫有限責任會計師事務所)) as an accountant from December 1999 to February 2007. He has been working in Zouping Hongrui Accounting & Consulting Services Center (鄒平宏瑞會計諮詢服務中心) as an accountant since February 2007.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Han Benwen was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emolument

As set out in the service contract entered into by Mr. Han Benwen and the Company, the fixed portion of the annual salary of Mr. Han Benwen shall be RMB150,000 (subject to adjustment made by the Remuneration Committee and the general meeting of the Company). The Company may provide Mr. Han Benwen with other benefits which it may determine from time to time. The emolument of Mr. Han Benwen has been determined in accordance with the Articles of Association and the remuneration policy of the Company.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

Save as disclosed above and as at the Latest Practicable Date, Mr. Han Benwen had not held any directorships in listed public companies in the last three years, did not have any relationship with any Director, senior management, substantial or controlling shareholder (as defined under the Listing Rules) of the Company and had no information to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Han Benwen that need to be brought to the attention of the Shareholders.

(11) Mr. Dong Xinyi

Mr. Dong Xinyi (董新義), aged 47, was appointed as an independent non-executive Director on 11 December 2017. He graduated from Northwest Institute of Politics and Law (西北政法學院), currently known as Northwest University of Politics and Law (西北政法大學) in Xi'an, Shanxi Province, the PRC with a bachelor of law degree majoring in international economic law in July 2000; from Korea University in Seoul, Korea with a master of law degree in August 2006 and the degree of doctor of philosophy in law in August 2009, respectively. He served as a clerk at the civil and administrative procuratorial office, the People's Procuratorate of Huangdao District, Qingdao City, Shandong Province from July 2000 to March 2004. He served as the department head of the legal affair department of Sino-Korea Future Urban Development Co., Ltd. (韓中未來城市開發株式會社) in Korea from July 2009 to July 2010. He served as a postdoctoral researcher at Law School of Renmin University of China (中國人民大學) from July 2010 to June 2012. Since July 2012, he has been serving in various positions at Central University of Finance and Economics (中央財經大學), the "CUFE", including as a teaching staff and an associate professor. He has concurrently been serving as the deputy head of the Research Center for Internet and Informal Finance Laws of CUFE (中央財經大學互聯網金融與民間融資法治研究中心) since May 2015 and the head of Research Center for Technology and Finance Law of CUFE (中央財經大學科技與金融法律研究中心) since June 2017. He has also been the director of Beijing Institute of Financial Services Law (北京市金融服務法學研究會) since December 2014, an attorney at Beijing King & Capital Law Firm (北京市京都律師事務所) since February 2016 and the director of Institute of Securities Law of China Law Society (中國法學會證券法學研究會) since April 2017. He served as a supervisor of Woori Bank (China) Limited (友利銀行(中國)有限公司) from September 2013 to January 2020 and has served as an independent director of Woori Bank (China) Limited since January 2020. He has been a non-executive director of Zhonghao Xiangyu Investment Management Co., Ltd. (中皓翔宇投資管理有限公司) since February 2016, and an independent director of Guangdong Green Precision Components Co., Ltd. (廣東格林精密部件股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 300968.SZ) since September 2016.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Dong Xinyi was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emolument

As set out in the service contract entered into by Mr. Dong Xinyi and the Company, the fixed portion of the annual salary of Mr. Dong Xinyi shall be RMB200,000 (subject to adjustment made by the Remuneration Committee and the general meeting of the Company). The Company may provide Mr. Dong Xinyi with other benefits which it may determine from time to time. The emolument of Mr. Dong Xinyi has been determined in accordance with the Articles of Association and the remuneration policy of the Company.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

Save as disclosed above and as at the Latest Practicable Date, Mr. Dong Xinyi had not held any directorships in listed public companies in the last three years, did not have any relationship with any Director, senior management, substantial or controlling shareholder (as defined under the Listing Rules) of the Company and had no information to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Dong Xinyi that need to be brought to the attention of the Shareholders.

(12) Ms. Fu Yulin

Ms. Fu Yulin (傅郁林), aged 58, was appointed as an independent non-executive Director on 16 May 2023. She graduated from Wuhan University (武漢大學) in June 1987 with a bachelor of laws degree, majoring in international laws. She also obtained a master of laws degree from Peking University (北京大學) in July 1998, majoring in civil laws and the degree of doctor of laws from the Renmin University of China (中國人民大學) in July 2001, majoring in litigation laws (civil litigation laws direction). Ms. Fu has been the professor of Peking University since August 2013. From July 1987 to July 1998, she successively served as the clerk, assistant judge and judge of the Wuhan Maritime Court (武漢海事法院). From July 2001 to June 2003, she conducted academic research in the judicial system and civil litigation laws in the post-doctoral mobile work station (博士後流動工作站) of Peking University. Since June 2003, she has been teaching and conducting research in the field of civil litigation laws, laws of evidence, arbitration laws and the judicial system in the Peking University Law School.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Fu Yulin was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emolument

As set out in the service contract entered into by Ms. Fu Yulin and the Company, the proposed fixed portion of the annual salary of Ms. Fu Yulin shall be RMB200,000 (subject to adjustment made by the Remuneration Committee and the general meeting of the Company). The Company may provide Ms. Fu Yulin with other benefits which it may determine from time to time. The emolument of Ms. Fu Yulin shall be determined in accordance with the Articles of Association and the remuneration policy of the Company.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

Save as disclosed above and as at the Latest Practicable Date, Ms. Fu Yulin has not held any directorships in listed public companies in the last three years, does not have any relationship with any Director, senior management, substantial or controlling shareholder (as defined under the Listing Rules) of the Company and has no information to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Ms. Fu Yulin that need to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.

1. REASONS FOR REPURCHASE

The Directors believe that it is in the best interests of the Company and its Shareholders for the Directors to have general authority from the Shareholders to enable the Company to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements of the Company at the time, lead to an enhancement of the net asset value per share and/or earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company and its Shareholders.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 9,475,538,425 Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the Annual General Meeting in respect of the granting of the Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting i.e. being 9,475,538,425 Shares, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, an aggregate nominal amount of Shares not exceeding US\$9,475,538 (equivalent to 947,553,800 Shares), representing 10% of the aggregate nominal amount of the Shares in issue as at the date of the Annual General Meeting.

3. FUNDING OF REPURCHASES

The Directors propose that the repurchase of Shares under the Repurchase Mandate would be financed from the Company's internal resources.

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association, the Companies Act of the Cayman Islands and/or any other applicable laws, as the case may be.

The Company is empowered by the Articles of Association to repurchase Shares. The laws of the Cayman Islands provide that a purchase of shares may be made (to the extent of the par value of such shares) out of profits or the proceeds of a fresh issue of shares made for such purpose or, out of capital, provided that the Company is able to pay its debts as they fall due in the ordinary course of business and the purchase is authorised by the Articles of Association. Any premium payable on a purchase may be made out of profits, the Company's share premium account or out of capital, provided that the Company is able to pay its debts as they fall due in the ordinary course of business and the purchase is authorised by the Articles of Association.

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2023) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time befitting the Company.

5. TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, to the knowledge of the Directors, the controlling Shareholders (as defined in the Listing Rules) of the Company (the "**Controlling Shareholders**") together control the exercise of approximately 64.22% voting rights in the general meeting of the Company.

In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, the shareholding interest of the Controlling Shareholders would, based on their current shareholding, be increased to approximately 71.36% of the total issued share capital of the Company. The Directors are not aware of any consequences which would give rise to an obligation on the Controlling Shareholders to make a mandatory offer under Rule 26 or Rule 32 of the Takeovers Code.

The Directors will not make any repurchase of Shares if the repurchase would result in the number of issued Shares in the hands of the public falling below the lowest public float percentage of 15.04% as required under the Listing Rules and agreed by the Stock Exchange.

6. GENERAL

None of the Directors or, to their knowledge having made all reasonable enquiries, any of their respective associates (as defined in the Listing Rules) has any present intention to sell any Share to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders at the Annual General Meeting.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Share held by them to the Company, or that they have undertaken not to sell any Share held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

7. MARKET PRICES OF SHARES

The Shares are trading on the Stock Exchange and the highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the previous twelve months preceding the Latest Practicable Date are as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
April	8.790	7.120
May	8.040	5.450
June	6.580	5.540
July	7.680	6.260
August	8.040	6.880
September	8.610	7.240
October	7.520	6.210
November	7.236	6.120
December	6.530	5.450
2024		
January	6.440	5.170
February	6.380	5.440
March	8.950	6.000
April (up to the Latest Practicable Date)	10.300	8.820

8. REPURCHASES OF SHARES MADE BY THE COMPANY

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year 2023 and up to the Latest Practicable Date.

NOTICE OF THE ANNUAL GENERAL MEETING



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)

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Annual General Meeting**”) of China Hongqiao Group Limited (the “**Company**”) will be held at the Conference Hall on 8th Floor, Company Office Building, No. 12, Wei Fang Road, Zouping Economic Development District, Zouping City, Shandong Province, the People’s Republic of China on Tuesday, 14 May 2024 at 9:00 a.m. for the following purposes. Unless otherwise indicated, the capitalised terms used in this notice shall have the same meaning as those defined in the circular of the Company dated 19 April 2024 in relation to the Annual General Meeting.

ORDINARY RESOLUTIONS

1. To consider and adopt the audited consolidated financial statements of the Company and the reports of the directors and the auditors of the Company for the year ended 31 December 2023;
2.
 - (i) To re-elect Mr. Zhang Bo as an executive director of the Company;
 - (ii) To re-elect Ms. Zheng Shuliang as an executive director of the Company;
 - (iii) To re-elect Ms. Zhang Ruilian as an executive director of the Company;
 - (iv) To re-elect Ms. Wong Yuting as an executive director of the Company;
 - (v) To re-elect Mr. Yang Congsen as a non-executive director of the Company;
 - (vi) To re-elect Mr. Zhang Jinglei as a non-executive director of the Company;
 - (vii) To re-elect Mr. Tu Yikai (Mr. Zhang Hao as his alternate) as a non-executive director of the Company;
 - (viii) To re-elect Ms. Sun Dongdong as a non-executive director of the Company;
 - (ix) To re-elect Mr. Wen Xianjun as an independent non-executive director of the Company;
 - (x) To re-elect Mr. Han Benwen, who has served the Company for more than nine years, as an independent non-executive director of the Company;
 - (xi) To re-elect Mr. Dong Xinyi as an independent non-executive director of the Company;

NOTICE OF THE ANNUAL GENERAL MEETING

- (xii) To re-elect Ms. Fu Yulin as an independent non-executive director of the Company;
- (xiii) To authorise the board of directors (the “**Board**”) of the Company to fix the respective directors’ remuneration;
- 3. To re-appoint SHINEWING (HK) CPA Limited as auditors of the Company and to authorise the Board to fix their remuneration;
- 4. To declare a final dividend of HK29 cents per share for the year ended 31 December 2023 to the shareholders of the Company;
- 5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase its shares, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total nominal amount of shares to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) 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;
 - (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the shareholders of the Company in a general meeting of the Company; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held”;

NOTICE OF THE ANNUAL GENERAL MEETING

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

“THAT:

- (a) subject to paragraph (c) below, the exercise by the directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorised and unissued shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period (as defined below);
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of options granted under the share option scheme of the Company;
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of a dividend on the shares in accordance with the articles of association of the Company; and
 - (iv) any issue of shares of the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares,

shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and

NOTICE OF THE ANNUAL GENERAL MEETING

(d) for the purposes 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;
- (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the shareholders in a general meeting of the Company; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and

“**Rights Issue**” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange); and

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 5 and 6 of this notice convening the Annual General Meeting, the general mandate granted to the directors of the Company to exercise the powers to allot, issue and deal with the shares of the Company pursuant to the resolution item 6 in this notice of the Annual General Meeting be and is hereby extended by the addition of an amount representing the total number of the shares repurchased by the Company pursuant to the resolution item 5 above, provided that such amount shall not exceed 10% of the total number of the issued shares of the Company as at the date of passing of this resolution”.

By order of the Board
Zhang Bo
Chairman

Hong Kong, 19 April 2024

NOTICE OF THE ANNUAL GENERAL MEETING

Notes:

- (a) Any shareholder of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on behalf of him/her. A proxy need not be a shareholder of the Company. A shareholder of the Company who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her to attend and vote on his/her behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares of the Company in respect of which each such proxy is so appointed.
- (b) In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at 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 as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the Annual General Meeting and, in such event, the form of proxy shall be deemed to be revoked.
- (c) The share register of the Company will be closed from Wednesday, 8 May 2024 to Tuesday, 14 May 2024 (both days inclusive), during which no transfer of shares will be effected. Shareholders whose names appear on the register of members of the Company on Tuesday, 14 May 2024 are entitled to attend and vote at the Annual General Meeting. In order to be entitled to attend the forthcoming Annual General Meeting and vote at the meeting, all completed share transfer forms accompanying with the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, not later than 4:30 p.m. on Tuesday, 7 May 2024. The address of Computershare Hong Kong Investor Services Limited is Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.
- The share register of the Company will be closed from Friday, 24 May 2024 to Thursday, 30 May 2024 (both days inclusive), during which no transfer of shares will be effected. Shareholders whose names appear on the register of members of the Company on Thursday, 30 May 2024 are entitled to the proposed final dividend. In order to qualify for the proposed final dividend, all completed share transfer forms accompanying with the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, not later than 4:30 p.m. on Thursday, 23 May 2024. The address of Computershare Hong Kong Investor Services Limited is Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.
- (d) In relation to the ordinary resolutions set out in items 5, 6 and 7 of this notice, the directors of the Company wish to state that they have no immediate plan to repurchase any existing shares or issue any new shares of the Company.
- (e) 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.
- (f) Shareholders whose names appear on the register of members of the Company on Tuesday, 14 May 2024 are entitled to attend and vote at the Annual General Meeting or any adjourned meetings, and subject to approval of the proposed declaration of the final dividend by the shareholders of the Company at the Annual General Meeting, shareholders whose names appear on the register of members of the Company on Thursday, 30 May 2024 are entitled to the proposed final dividend.

NOTICE OF THE ANNUAL GENERAL MEETING

- (g) If a shareholder of the Company wishes to propose a person the (“**Candidate**”) to stand for election as a director of the Company, (i) a notice signed by a Shareholder (other than him/herself) duly qualified to attend and vote at the Annual General Meeting of his/her intention to propose the Candidate for election; (ii) a notice signed by the Candidate of his/her willingness to be elected; and (iii) that Candidate’s information as required to be disclosed under Rule 13.51(2) of the Listing Rules; and (iv) the Candidate’s written consent to the publication of his/her personal data, must be lodged at the head office of the Company or the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong with minimum notice(s) period of at least seven days, and that the period of lodgment of such notice(s) shall commence on the day after the date of the despatch of the notice of the Annual General Meeting and end no later than seven days prior to 14 May 2024.
- (h) Please refer to Appendix I to the circular of the Company dated 19 April 2024 for the details of the retiring directors subject to re-election at the Annual General Meeting.
- (i) The Annual General Meeting is expected to last half a day. Shareholders attending the Annual General Meeting should be responsible for their own transportation and accommodation expenses.