



Qilu Expressway Company Limited

齊魯高速公路股份有限公司

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1576)

PROCEDURES FOR A SHAREHOLDER OF THE COMPANY TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

Subject to the relevant requirements of the Articles of Association of Qilu Expressway Company Limited (the “**Articles of Association**”) and the Company Law of the People’s Republic of China, Qilu Expressway Company Limited (the “**Company**”) may from time to time at the general meeting by an ordinary resolution elect any person to be a director (the “**Director**”) of the Company either to fill a casual vacancy on the board (the “**Board**”) of Directors, or as an additional member to the existing Board.

Article 100 of the Articles of Association provides that:

Directors shall be natural persons, who need not hold any share of the Company. The directors of the Company shall comprise executive directors, non-executive directors and independent non-executive directors. An executive director refers to a director who assumes an internal position competent in operations and management at the Company. A non-executive director refers to a director who does not assume a position competent in operations and management and is not independent as defined by law at the Company. An independent non-executive director refers to a director that is in compliance with the requirements of Section 2 under Chapter 10 of the Articles of Association. Directors shall possess qualifications as required by law.

The board of directors of the Company shall be established, comprising 15 directors, wherein one person shall be the chairman, and at least three are independent non-executive directors and such number shall be no less than one third of the board of directors as a whole. Among independent non-executive directors, at least one person shall possess proper professional qualifications or proper accounting or finance-related management expertise, and one independent non-executive director shall usually reside in Hong Kong.

Article 101 of the Articles of Association provides that:

Directors shall be elected at the general meeting with a term of three years. A Director may serve consecutive terms if re-elected upon the expiration of his/her term.

The chairman shall be elected and removed by more than one half of all directors. The chairman shall serve a term of three years and may be re-elected upon the expiration of his/her term.

Article 102 of the Articles of Association provides that:

The written notices specifying the intention to nominate a person for election as a director and acceptance of such nomination by such person shall be sent to the Company no earlier than the day after dispatch of the notice of the general meeting and no later than seven days prior to the date of such meeting. The minimum length of period during the nomination and acceptance of such nomination shall not be less than seven days.

Article 103 of the Articles of Association provides that:

In case that the members on the board of directors falls below the quorum due to resignation of any director, the resignation report of such director shall not take effect until the new director fills the vacancy due to such resignation, in which case, the remaining directors shall convene an extraordinary general meeting as soon as possible for the purposes of electing a new director to fill the vacancy due to the said resignation of such director. In addition, the board of directors may also fill the temporary vacancy of the board of directors by appointing a director or increase the number of directors. Any person who is appointed by the board of directors as a director to fill the temporary vacancy or increase the number of directors on the board of directors shall be subject to election and re-election at the first general meeting subsequent to such appointment.

Accordingly, if a shareholder of the Company wishes to nominate a person to stand for election as a Director, the following documents must be validly served at the Company at Room 2301, Block 4, Zone 3, Hanyu Financial & Business Centre, No. 7000, Jingshi East Road, High-tech Zone, Jinan City, Shandong Province, the PRC or on 40th Floor, Sunlight Tower, 248 Queen's Road East, Wan Chai, Hong Kong as required by Article 102 of the Articles of Association, including (i) a notice signed by the shareholder for which such notice is given of his intention to propose a candidate for election; and (ii) a notice signed by the proposed candidate of the candidate's willingness to be elected together with (a) that candidate's information as required to be disclosed under Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited; and (b) the candidate's written consent to the publication of his/her personal data.

Note: This document has been translated into English. In case of discrepancies between the English and the Chinese versions, the Chinese version shall prevail.