



**CaoCao Inc.**

**曹操出行有限公司**

*(A company incorporated in the Cayman Islands with limited liability)*  
(the “Company”)

## **PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR OF THE COMPANY**

**(Adopted by the Company pursuant to the board resolutions passed on January 20, 2025)**

### **1. PROVISIONS IN THE COMPANY’S ARTICLES OF ASSOCIATION**

The provisions for a shareholder to propose a person for election as a director of the Company are laid down in Articles 111 and 114 of the Company’s Memorandum and Articles of Association (the “**Articles**”):

*111. The Company may from time to time in general meeting by Ordinary Resolution elect any person to be a Director either to fill a casual vacancy or as an additional Director. Any Director so appointed shall be subject to retirement by rotation pursuant to Article 108.*

*114. The Shareholders may by Ordinary Resolution remove any Director (including a managing director or other executive director) before the expiration of his term of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and may by Ordinary Resolution elect another person in his stead. Any Director so appointed shall be subject to retirement by rotation pursuant to Article 108.*

### **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, 13.73 and 13.74 of the Listing Rules, the Company shall:

- (a) 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 the general meeting;
- (b) include in the announcement or supplementary circular the particulars required under Rule 13.51(2) of the Listing Rules of such person proposed to be elected as a director;
- (c) publish such announcement or issue such supplementary circular not less than 10 business days before the date of the relevant general meeting; and
- (d) assess whether or not it is necessary to adjourn the meeting of the election to give shareholders at least ten (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 After the publication of the notice of the general meeting by the Company, if a shareholder wishes to propose a person (the “**Candidate**”) for election as a director of the Company at the general meeting, they shall deposit a written notice (the “**Notice**”) with the company secretary.
- 3.2 The Notice (i) must include the personal information of the Candidate as required by Rule 13.51(2) of the Listing Rules and (ii) must be signed by the shareholder concerned and signed by the Candidate indicating his/her willingness to be elected and consent to the publication of their personal information.
- 3.3 The period for lodgement of the Notice shall commence on the day after the despatch of the notice of the meeting appointed for such election and end seven (7) days prior to the date of such meeting.
- 3.4 In order to allow the Company’s shareholders to have sufficient time to consider the proposal for the election of the Candidate as a director of the Company, shareholders who wish to make the proposal are urged to submit and lodge the Notice as early as practicable before the relevant general meeting.

### **4. REQUISITION OF AN EXTRAORDINARY GENERAL MEETING BY SHAREHOLDERS**

Shareholder(s) may request the Company to convene an extraordinary general meeting for the purpose of nominating a person as a director of the Company pursuant to Article 64 of the Articles:

*The Board may, whenever it thinks fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two Months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, 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.*

### **5. MISCELLANEOUS**

In the event that any translation of this document is provided along with the English language version of this document, the English language version of this document shall be the official version only, and where there are any inconsistencies between the English language version and any translated version of this document, the English language version of this document shall prevail.