

**HUAZHU GROUP LIMITED**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(NASDAQ Ticker: HTHT, HKEX Stock Code: 1179)**

**NOTICE OF ANNUAL GENERAL MEETING**  
to Be Held on June 24, 2022  
(or any adjourned meeting thereof)

NOTICE IS HEREBY GIVEN that an Annual General Meeting (“AGM”) of Huazhu Group Limited (the “Company”) will be held at No. 699, Wuzhong Road, Minhang District, Shanghai, People’s Republic of China on June 24, 2022 at 10:00 a.m., local time, and at any adjourned meeting thereof, for the following purposes:

**AGENDA**

To consider and, if thought fit, pass the following resolutions:

**1. Resolved, As An Ordinary Resolution:**

**THAT** the ratification of appointment of Deloitte Touche Tohmatsu Certified Public Accountants LLP as auditor of the Company for 2022 and the authorization for the directors of the Company to determine the remuneration of the auditor be and is hereby authorized and approved.

**2. Resolved, As A Special Resolution:**

**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “Huazhu Group Limited” to “H World Group Limited” and the name “華住集團有限公司” be adopted as the dual foreign name in Chinese of the Company (the “**Change of Name**”), with effect from the date of entry of the new English name in place of the existing English name and the dual foreign name in Chinese of the Company on the register of companies maintained by the Registrar of Companies in the Cayman Islands.

**3. Resolved, As A Special Resolution:**

**THAT**, subject to the Change of Name taking effect, the existing memorandum and articles of association of the Company be amended in the following manner:

- (a) By deleting all references to “Huazhu Group Limited” in the existing memorandum and articles of association of the Company and replacing them with “H World Group Limited 華住集團有限公司”;
- (b) By deleting paragraph 1 of the existing memorandum of association of the Company in its entirety and replacing it with the following:

“1. The name of the Company is H World Group Limited and its dual foreign name is 華住集團有限公司.”

#### **4. Resolved, As An Ordinary Resolution:**

**THAT** each director or officer of the Company or Conyers Trust Company (Cayman) Limited be and is hereby authorized to take any and every action that might be necessary, appropriate or desirable to effect the foregoing resolutions as such director, officer or Conyers Trust Company (Cayman) Limited, in his, her or its absolute discretion, thinks fit and to attend to any necessary registration and/or filing for and on behalf of the Company.

#### **ORDINARY SHARES RECORD DATE AND ADS RECORD DATE**

The Board of Directors of the Company has fixed the close of business on May 11, 2022 Hong Kong time, as the record date (the “**Ordinary Shares Record Date**”) of ordinary shares of the Company, par value US\$0.00001 per share (“**Ordinary Shares**”). Holders of record of the Company’s Ordinary Shares as of the Ordinary Shares Record Date are entitled to attend and vote at the AGM and any adjourned meeting thereof.

Holders of record of American Depositary Shares (the “**ADSs**”) as of the close of business on May 11, 2022, New York time (the “**ADS Record Date**”) who wish to exercise their voting rights for the underlying Ordinary Shares must give voting instructions to Citibank, N.A., the depositary of the ADSs.

#### **ATTENDING THE AGM**

Only holders of record of Ordinary Shares as of the Ordinary Shares Record Date are entitled to attend and vote at the AGM. Please note that holders of ADSs are not entitled to attend the AGM. Any ADS holder who appears at the venue of the AGM will not be allowed to attend the AGM. Any ADS holder that wishes to attend the AGM or vote directly must cancel their ADS(s) in exchange for Ordinary Shares and will need to make arrangements to deliver their ADS(s) to Citibank, N.A., as depositary of the ADS(s), for cancellation with sufficient time to allow for the delivery and exchange of them for the underlying Ordinary Shares before the Ordinary Shares Record Date.

We encourage shareholders planning to attend the AGM in person to preregister by sending an email to [ywrong@huazhu.com](mailto:ywrong@huazhu.com).

In order for us to better protect your health and safety and enable us to comply with government-imposed social distancing measures and other requirements that may be in effect from time to time due to the COVID-19 pandemic, we may implement certain precautionary measures, including:

- compulsory body temperature screenings (any person with a body temperature above 37.5 degrees Celsius will be denied attendance);
- requiring you to wear a surgical face mask at all times during the AGM (please note that no surgical face mask will be provided at the AGM and all attendees should wear their own surgical face masks); and
- no corporate gifts will be provided and no drinks or refreshment will be served.

Any holder of Ordinary Shares and any duly appointed proxy or corporate representative of a holder of Ordinary Shares, or any other person claiming a right to attend the AGM, must be, and must appear to be healthy to attend the AGM both at the point of entry and throughout the proceedings of the meeting. Any person who is not in such condition at all relevant times, or who does not comply with any precautionary measures being implemented, in each case in the reasonable view of any officer or agent of the Company, may be refused entry to the AGM, or may be instructed to leave the AGM at any time. All officers and agents of the Company reserve the right to refuse any person entry to the AGM, or to instruct any person to leave the AGM, where such officer or agent reasonably considers that such refusal or instruction is or may be required for the Company to be able to comply with applicable laws and regulations. The exercise of such right to refuse entry or instruct to leave shall not invalidate the proceedings at the AGM.

## **PROXY FORMS AND ADS VOTING CARDS**

A holder of Ordinary Shares as of the Ordinary Shares Record Date may appoint a proxy to exercise his or her rights at the AGM. A holder of ADSs as of the ADS Record Date will need to instruct Citibank, N.A., the depository of the ADSs, as to how to vote the Ordinary Shares represented by the ADSs. Please refer to the proxy form (for holders of Ordinary Shares) or ADS voting card (for holders of ADSs), which is attached to and made a part of this notice and also the proxy statement for further details and instructions. The proxy statement and the proxy form are also available for viewing on the “Investor Relations – AGM Summary” section of our website at <https://ir.huazhu.com/agm-summary> and website of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk).

**Holders of record of the Company’s Ordinary Shares as of the Record Date are cordially invited to attend the AGM in person. Your vote is important. You are urged to complete, sign, date and return the accompanying proxy form to us (for holders of Ordinary Shares) or your voting instructions to Citibank, N.A. (for holders of the ADSs) as promptly as possible and before the prescribed deadline if you wish to exercise your voting rights. We must receive the proxy form by no later than 10:00 a.m., Hong Kong time, on June 22, 2022 to ensure your representation at the AGM, and Citibank, N.A. must receive your voting instructions by no later than 10:00 a.m., New York time, on June 15, 2022 to enable the votes attaching to the Ordinary Shares represented by your ADSs to be cast at the AGM.**

## **ANNUAL REPORT**

You may obtain a copy of the Company’s annual report on Form 20-F and/or Hong Kong annual report, free of charge, from the Company’s website at <https://ir.huazhu.com/investor-relations>, or from the SEC’s website at [www.sec.gov](http://www.sec.gov) (for the annual report on Form 20-F) or the website of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) (for the Hong Kong annual report).

By Order of the Board of Directors,  
**Qi Ji**  
*Executive Chairman*

Hong Kong, May 10, 2022