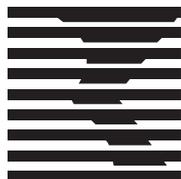

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Road King Infrastructure Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank manager, the licensed securities dealer or registered institution in securities or other agent through whom the sale or the transfer was effected, for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



ROAD KING INFRASTRUCTURE LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1098)

PROPOSED GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting (“AGM”) of Road King Infrastructure Limited to be held at Jade and Lotus Rooms, 6th Floor, Marco Polo Hongkong Hotel, Harbour City, 3 Canton Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 20 May 2022 at 10:00 a.m. is set out in Appendix III to this circular. Whether or not you intend to attend such meeting, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong or to submit your form of proxy electronically via designated URL <https://spot-meeting.tricor.hk> as soon as possible and in any event not less than 48 hours before the time appointed for holding such meeting or adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or via online, or any adjourned meeting if you so wish.

PRECAUTIONARY MEASURES AT THE ANNUAL GENERAL MEETING

To safeguard the health and safety of the Shareholders and to prevent the spreading of the COVID-19 pandemic, the following precautionary measures will be implemented at the AGM:

- body temperature check
- health declaration
- wearing surgical face mask
- social distancing
- access restriction for quarantine participants according to the Department of Health of Hong Kong
- present COVID-19 vaccination record, either electronic or print
- any other additional precautionary measures in accordance with the prevailing requirements or guidelines of the Government and/or regulatory authorities, or as considered appropriate in light of the development of the COVID-19 pandemic
- **no refreshment**

Any Shareholder who (i) refuses to co-operate with the precautionary measures; (ii) has a body temperature over 37.0 degrees Celsius; and/or (iii) has any flu-like symptoms will not be admitted to the venue. **The Company reminds the Shareholders that physical attendance is not necessary for the purpose of exercising their rights and encourages the Shareholders to exercise their right to vote by appointing the Chairman of the AGM or to attend the AGM via the online option, instead of attending the AGM in person.**

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Appendix I – Explanatory Statement	7
Appendix II – Details of Retiring Directors Proposed for Re-election	10
Appendix III – Notice of Annual General Meeting	15

DEFINITIONS

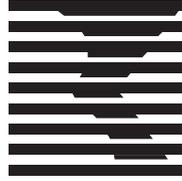
In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the hybrid annual general meeting of the Company to be convened and held at Jade and Lotus Rooms, 6th Floor, Marco Polo Hongkong Hotel, Harbour City, 3 Canton Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 20 May 2022 at 10:00 a.m.
“Board”	the board of Directors
“Branch Share Registrar”	Tricor Secretaries Limited, branch share registrar of the Company in Hong Kong at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong
“Bye-laws”	the bye-laws of the Company
“close associates”	the same definition as described under the Listing Rules
“Company”	Road King Infrastructure Limited, a company incorporated in Bermuda with limited liability, the 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
“Latest Practicable Date”	6 April 2022, being the latest practicable date prior to the printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to issue new Shares on the terms set out in the Notice
“Notice”	the notice convening the AGM
“PRC”	the People’s Republic of China

DEFINITIONS

“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares on the terms set out in the Notice
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers
“Wai Kee”	Wai Kee Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the main board of the Stock Exchange and is the controlling Shareholder of the Company
“%”	per cent

LETTER FROM THE BOARD



ROAD KING INFRASTRUCTURE LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1098)

Executive Directors:

Zen Wei Peu, Derek (*Chairman*)
Ko Yuk Bing (*Deputy Chairman*)
Fong Shiu Leung, Keter (*Chief Executive Officer*)
Ng Fun Hung, Thomas (*Chief Financial Officer*)

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Non-executive Directors:

Cai Xun
Xu Enli

Principal place of business:

Suite 501, 5th Floor
Tower 6, The Gateway
9 Canton Road
Tsimshatsui
Kowloon
Hong Kong

Independent Non-executive Directors:

Lau Sai Yung
Tse Chee On, Raymond
Wong Wai Ho

12 April 2022

To the Shareholders

Dear Sir or Madam,

**PROPOSED GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES
PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

At the AGM, among other things, resolutions will be proposed:

- (a) to allot, issue and deal with additional Shares and to make or grant offers, agreements and options not exceeding 20% of the number of the Shares in issue as at the date of passing of such resolution;
- (b) to repurchase Shares not exceeding 10% of the number of the Shares in issue as at the date of passing of such resolution;

LETTER FROM THE BOARD

- (c) to add to the general mandate for issuing Shares set out in (a) above the number of Shares repurchased by the Company pursuant to the Repurchase Mandate set out in (b) above; and
- (d) to re-elect retiring Directors.

PROPOSED GENERAL MANDATE TO ISSUE NEW SHARES

At the AGM, it will be proposed, by way of an ordinary resolution, that the Directors be given a general and unconditional mandate to exercise all powers of the Company to issue new Shares up to 20% of the number of issued Shares as at the date of passing of the ordinary resolution.

In addition, it is further proposed, by way of a separate ordinary resolution, that the New Issue Mandate be extended so that the Directors be given a general mandate to issue further Shares of a number equal to the number of the Shares repurchased by the Company under the Repurchase Mandate.

As at the Latest Practicable Date, there were 749,336,566 Shares in issue. Subject to the passing of the relevant ordinary resolution and on the basis that no further Shares are issued or repurchased prior to the date of the AGM, the Company would be authorised under the New Issue Mandate to issue up to a maximum of 149,867,313 Shares.

PROPOSED GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, it will also be proposed, by way of an ordinary resolution, that the Directors be given a general and unconditional mandate to exercise all powers of the Company to repurchase Shares on the Stock Exchange up to a maximum of 10% of the Shares in issue as at the date of passing of the ordinary resolution.

An explanatory statement containing information relating to the Repurchase Mandate as required pursuant to the Listing Rules is set out in Appendix I to this circular.

RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Bye-law 86(2), Messrs. Xu Enli and Ng Fun Hung, Thomas, appointed as the Directors with effect from 1 January 2022 and 1 February 2022 respectively, will retire from office at the AGM and, being eligible, will offer themselves for re-election at the AGM.

Pursuant to Bye-law 87, at least one-third of the Directors for the time being shall retire from office by rotation at each annual general meeting, such Directors will be eligible for re-election. In this connection, Messrs. Ko Yuk Bing, Fong Shiu Leung, Keter and Lau Sai Yung will retire from office by rotation at the AGM and, being eligible, will offer themselves for re-election at the AGM.

LETTER FROM THE BOARD

Pursuant to the code provision B.2.3 of the Corporate Governance Code set out in Appendix 14 to the Listing Rules, if an independent non-executive director has served more than nine years, any further appointment of such independent non-executive director should be subject to a separate resolution to be approved by shareholders.

Mr. Lau Sai Yung has been an Independent Non-executive Director of the Company since 2004. Mr. Lau has extensive experience in accounting and auditing. During his tenure as an Independent Non-executive Director, Mr. Lau has contributed to the development of the Company's strategy and policies through independent advice.

With reference to the Nomination Policy and the Board Diversity Policy of the Company, the Nomination Committee has evaluated Mr. Lau's overall contribution and service to the Company and has considered selection criteria and the diversity of the Board, including but not limited to education background, professional experience, skills, reputation for integrity and independence. Having received written confirmation from Mr. Lau of his independence pursuant to Rule 3.13 of the Listing Rules, and taking into account that he has not been involved in the daily operations and management of the Group during his tenure, the Nomination Committee and the Board believe that the long serving of Mr. Lau would not affect his exercise of independent judgment and consider Mr. Lau continues to be independent and also believe that Mr. Lau is able to fulfil his role as required, and therefore recommend Mr. Lau to be re-elected as an Independent Non-executive Director of the Company at the AGM.

Upon the nomination by the Nomination Committee, the Board has recommended Messrs. Ko Yuk Bing, Fong Shiu Leung, Keter, Ng Fun Hung, Thomas, Xu Enli and Lau Sai Yung to stand for re-election as Directors at the AGM. The Board believes that the continuous appointments of the retiring Directors of the Company contribute to the stability and diversity of the Board.

Details of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

HYBRID AGM

Due to the volatility of the COVID-19 pandemic, the Company will conduct a hybrid AGM with the combination of In-Room Meeting and Virtual Meeting which allows shareholders to attend either in person, subject to the prevailing statutory requirements announced by the government of Hong Kong Special Administrative Region, China or via an online platform which allows Shareholders to attend, submit questions, vote electronically in real time and view live streaming of the AGM.

Due to the constantly evolving COVID-19 pandemic situation, the Company may be required to make changes to arrangements relating to the AGM at short notice. Shareholders should check the Company's website (www.roadking.com.hk) or the HKEXnews website (www.hkexnews.hk) for any future announcements and updates on the AGM arrangements.

LETTER FROM THE BOARD

Set out in Appendix III to this circular is the Notice. A form of proxy for use by the Shareholders in respect of the AGM is also enclosed. Whether or not you are able to attend the AGM, you are requested to complete the enclosed form of proxy and return it to the Branch Share Registrar at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong or to submit your form of proxy electronically via designated URL <https://spot-meeting.tricor.hk> as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or via online, or any adjournment should you wish to do so.

SHAREHOLDERS ARE ENCOURAGED TO EXERCISE THEIR RIGHT TO VOTE AT THE AGM BY APPOINTING THE CHAIRMAN OF THE AGM AS THEIR PROXY AND VOTE ACCORDING TO VOTING INSTRUCTIONS AS INDICATED IN THEIR PROXY FORM.

For details, please refer to the Notice set out in Appendix III to this circular.

VOTING BY POLL

Pursuant to Rule 13.39 of the Listing Rules and Bye-law 66, any votes of the Shareholders at a general meeting must be taken by poll. The Company will appoint scrutineers to handle vote-taking procedures at the AGM. The results of the poll will be published on the websites of the Stock Exchange and the Company as soon as possible in accordance with Rule 13.39 of the Listing Rules.

RECOMMENDATION

The Directors are of the opinion that the proposed resolutions set out in the Notice are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

GENERAL

Your attention is drawn to the additional information set out in Appendix I (Explanatory Statement), Appendix II (Details of Retiring Directors Proposed for Re-election) and Appendix III (Notice of Annual General Meeting) to this circular.

Yours faithfully,
For and on behalf of the Board
Zen Wei Peu, Derek
Chairman

This appendix serves as an explanatory statement, as required by Rule 10.06(1)(b) of the Listing Rules, to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision as to whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, there were 749,336,566 Shares in issue. Subject to the passing of the relevant ordinary resolution and on the basis that no further Shares are issued or repurchased prior to the date of the AGM, the Company would be authorised to repurchase up to a maximum of 74,933,656 Shares.

REASONS FOR THE REPURCHASE

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

FUNDING OF THE REPURCHASE

In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and Bye-laws and the laws of Bermuda. The laws of Bermuda provide that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant Shares, or funds of the Company which would otherwise be available for dividend or distribution or the proceeds of a new issue of Shares made for the purpose of the repurchase. The amount of premium payable on the repurchase may only be paid out of either funds of the Company which would otherwise be available for dividend or distribution or out of the share premium account before the Shares are repurchased.

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 latest published audited accounts of the Company for the year ended 31 December 2021), in the event that the proposed Repurchase Mandate is to be exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the previous twelve months prior to the Latest Practicable Date:

	Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
April	10.580	10.060
May	11.240	10.140
June	10.300	9.660
July	9.770	9.040
August	9.520	8.660
September	8.980	7.320
October	8.220	7.660
November	8.020	7.210
December	7.400	6.710
2022		
January	7.680	7.030
February	8.240	7.370
March	7.950	6.520
April (up to the Latest Practicable Date)	6.970	6.670

DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their close associates has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell any of the Shares to the Company.

No core connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell any of the Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchase pursuant to the proposed resolution in accordance with the Listing Rules and the laws of Bermuda.

EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Directors exercising the powers of the Company to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 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 of the Takeovers Code.

The aggregate number of Shares held by Wai Kee and Shenzhen Investment Limited ("Shenzhen Investment") and their respective subsidiaries as at the Latest Practicable Date or immediately after full exercise of the Repurchase Mandate (assuming no change in the number of Shares then held) are as follows:

Names	Number of Shares held	Approximate percentage of shareholding	
		As at the Latest Practicable Date	If Repurchase Mandate is exercised in full
Wai Kee and its subsidiaries (<i>Note 1</i>)	336,608,428	44.92%	49.91%
Shenzhen Investment and its subsidiary (<i>Note 2</i>)	202,334,142	27.00%	30.00%

Notes:

1. Wai Kee is deemed to be interested in the Shares through its interests in (i) its wholly-owned subsidiaries, namely Wai Kee (Zens) Holding Limited, Groove Trading Limited, Wai Kee China Investments (BVI) Company Limited, Wai Kee China Investments Company Limited, ZWP Investments Limited and Top Horizon Holdings Limited; and (ii) its subsidiaries, namely Build King Holdings Limited, Top Tactic Holdings Limited, Amazing Reward Group Limited, Build King Management Limited and Build King Civil Engineering Limited, which beneficially held 3,000,000 Shares.
2. Shenzhen Investment is deemed to be interested in the Shares through its interests in Brightful Investment Holding Limited, its wholly-owned subsidiary.

If the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate and assuming that there are no alteration to the existing shareholdings of Wai Kee and Shenzhen Investment and their respective subsidiaries, the shareholdings of Wai Kee and Shenzhen Investment and their respective subsidiaries in the Company will be increased to 49.91% and 30.00% respectively. This may give rise to an obligation under Rule 26 of the Takeovers Code (a) by Wai Kee as the holding of voting rights in the Company held by Wai Kee and its subsidiaries will have increased by more than 2%; and (b) by Shenzhen Investment as the holding of voting rights in the Company held by Shenzhen Investment and its subsidiary will have increased to 30% or more. However, the Directors do not have any intention to exercise the Repurchase Mandate to the extent that it would trigger a mandatory offer by Wai Kee and/or Shenzhen Investment under Rule 26 of the Takeovers Code.

SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of the Shares has been made by the Company during the six months preceding the Latest Practicable Date.

The following are the particulars of the Directors who will retire and, being eligible, offer themselves for re-election at the AGM:

Mr. Ko Yuk Bing (aged 66)

Mr. Ko has been an Executive Director of the Company since 1995 and retired from the positions of the Managing Director and Chief Executive Officer of the Company in July 2021. He is still the Deputy Chairman of the Company, the Chairman of the Company's toll road business and a director of various companies of the Group. He holds a Master of Science degree in Engineering. He is a Chartered Engineer and a fellow of the Institution of Civil Engineers, the United Kingdom, The Institution of Structural Engineers, the United Kingdom and The Hong Kong Institution of Engineers. Mr. Ko has extensive experience in infrastructure business, especially in toll road, and property development, and has over 32 years of experience in business development and operation in the PRC. He is the spouse of Ms. Chuk Wing Suet, Josephine.

Save as disclosed above, Mr. Ko did not hold any directorship in other listed public companies in the last three years. Save for his directorship in the Group and he is the spouse of Ms. Chuk Wing Suet, Josephine, Mr. Ko does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Ko did not have, or was not deemed to have, any interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO).

Mr. Ko entered into a service contract commencing from 1 July 2021 to 30 June 2024 with the Company which is terminable by either party with three months' written notice. He is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Bye-laws. Mr. Ko is entitled to receive under his service contract an annual salary of HK\$6,577,200 plus monthly housing allowance, and bonus which is subject to the performance of the Company and the individual. His emolument will be reviewed and determined by the Remuneration Committee annually with reference to his duties and responsibilities with the Company and the prevailing market situation.

Mr. Ko has not been involved in any of the matters as mentioned under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters in relation to Mr. Ko that need to be brought to the attention of the Shareholders.

Mr. Fong Shiu Leung, Keter (*aged 59*)

Mr. Fong was appointed as an Executive Director and Finance Director of the Company in July 2000 and July 2005 respectively, and was re-designated as the Chief Executive Officer of the Company with effect from 1 July 2021. He is also a director of various companies of the Group. He holds a Bachelor of Arts degree in Accountancy. He is a Certified Practising Accountant in Australia and a fellow of the Hong Kong Institute of Certified Public Accountants. He has over 35 years of experience in auditing, accounting and business advisory profession. Prior to joining the Company, he was an audit principal of an international accounting firm.

Save as disclosed above, Mr. Fong did not hold any directorship in other listed public companies in the last three years. Save for his directorship in the Group, Mr. Fong does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company. Except for holding 260,000 Shares, as at the Latest Practicable Date, Mr. Fong did not have, or was not deemed to have, any other interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO).

Mr. Fong entered into a service contract commencing from 1 April 2020 to 31 March 2023 with the Company which is terminable by either party with six months' written notice. He is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Bye-laws. Mr. Fong is entitled to receive under his service contract an annual salary of HK\$5,000,400 plus bonus which is subject to the performance of the Company and the individual. His emolument will be reviewed and determined by the Remuneration Committee annually with reference to his duties and responsibilities with the Company and the prevailing market situation.

Mr. Fong has not been involved in any of the matters as mentioned under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters in relation to Mr. Fong that need to be brought to the attention of the Shareholders.

Mr. Ng Fun Hung, Thomas (*aged 49*)

Mr. Ng, joined the Group in 2011 and was appointed as Executive Director of the Company on 1 February 2022. He is also the Chief Financial Officer of the Company and a director of various companies of the Group. He holds a Bachelor of Business Administration degree and a Master of Applied Finance degree. He is a fellow of both the Association of Chartered Certified Accountants of the United Kingdom and the Hong Kong Institute of Certified Public Accountants, a Chartered Financial Analyst of the United States, a Certified Information System Auditor of the United States and a Chartered Governance Professional of the United Kingdom and Hong Kong. Mr. Ng has over 26 years of experience in accounting, assurance and financial management. Prior to joining the Group, Mr. Ng worked for an international accounting firm and was previously the financial controller of a listed company in Hong Kong.

Save as disclosed above, Mr. Ng did not hold any directorship in other listed public companies in the last three years. Save for his directorship in the Group, Mr. Ng does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Ng did not have, or was not deemed to have, any interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO).

Mr. Ng entered into a service contract for a term of three years commencing from 1 February 2022 to 31 January 2025 with the Company, which is terminable by either party with six months' written notice. He is subject to retirement and re-election at the annual general meeting of the Company in accordance with the Bye-law. Mr. Ng is entitled to receive under his service contract an annual salary of HK\$3,000,000 plus bonus which is subject to the performance of the Company and the individual. His emolument will be reviewed and determined by the Remuneration Committee annually with reference to his duties and responsibilities with the Company and the prevailing market situation.

Mr. Ng has not been involved in any of the matters as mentioned under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters in relation to Mr. Ng that need to be brought to the attention of the Shareholders.

Mr. Xu Enli (*aged 46*)

Mr. Xu has been appointed as a Non-executive Director of the Company since January 2022. He is a Vice President of Shenzhen Investment Limited (HK stock code: 604), 深業集團有限公司 (Shum Yip Group Limited*) and Shum Yip Holdings Company Limited. He previously served as the chairman and general manager of Shum Yip Land Co., Ltd., general manager of Shenzhen Science & Industry Park Group Co., Ltd., deputy general manager of Shum Yip Southern Land (Holdings) Co., Ltd., Shum Yip Pengji (Holdings) Co., Ltd. and Shum Yip Shahe Group Co., Ltd. He graduated from Tianjin University with a master's degree and is a qualified senior engineer. Mr. Xu has extensive experience in real estate development, operation and infrastructure construction.

Save as disclosed above, Mr. Xu did not hold any directorship in other listed public companies in the last three years. Mr. Xu does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Xu did not have, or was not deemed to have, any interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO).

Mr. Xu entered into a letter of appointment with the Company for a period commencing from 1 January 2022 to the date of the AGM. He is subject to retirement and re-election at the annual general meeting of the Company in accordance with the Bye-laws. Mr. Xu is entitled to an annual emolument of HK\$370,000 for acting as a Non-executive Director of the Company for the aforesaid period. His emolument will be reviewed and determined by the Board annually with the authorisation granted by the Shareholders at an annual general meeting of the Company, taking reference to his duties and responsibilities with the Company and the prevailing market situation.

Mr. Xu has not been involved in any of the matters as mentioned under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters in relation to Mr. Xu that need to be brought to the attention of the Shareholders.

* *for identification purpose only*

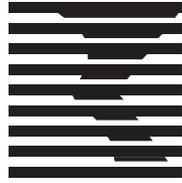
Mr. Lau Sai Yung (*aged 74*)

Mr. Lau has been appointed as an Independent Non-executive Director of the Company since August 2004. He is the Chairman of the Audit Committee and a member of the Nomination Committee and the Remuneration Committee of the Company. He is the sole-proprietor of Lau SY & Co., Certified Public Accountants, the Executive Chairman of Union Alpha CPA Limited, the Managing Director of Union Alpha CAAP Certified Public Accountants Limited, an Honorary Fellow of The Chinese University of Hong Kong, an Affiliated Fellow cum Overseer of Wu Yee Sun College, The Chinese University of Hong Kong. He also holds honorary positions in various schools, charitable and non-profit-making organisations. He was a Non-executive Director of Dezhao Healthcare Company Limited (formerly known as Xinjiang Tianshan Wool Textile Co., Ltd.) (Shenzhen stock code: SZ000813). He holds a Bachelor degree in Business Administration from The Chinese University of Hong Kong. He is a Certified Public Accountant (Practising), a fellow of the Association of Chartered Certified Accountants of the United Kingdom, The Hong Kong Institute of Certified Public Accountants, The Institute of Chartered Accountants in England and Wales, The Society of Chinese Accountants and Auditors, Hong Kong, and The Taxation Institute of Hong Kong, an associate member of The Hong Kong Chartered Governance Institute and The Chartered Governance Institute of the United Kingdom, and Chartered Tax Adviser. Mr. Lau has over 45 years of experience in the profession of accounting.

Save as disclosed above, Mr. Lau did not hold any directorships in other listed public companies in the last three years. Mr. Lau does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Lau did not have, or was not deemed to have, any interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO).

Mr. Lau entered into a letter of appointment with the Company for a period commencing from 10 May 2020 to 9 May 2023 or the date of the annual general meeting of the Company held in 2023, whichever is earlier. He is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Bye-laws. Mr. Lau is entitled to an emolument of HK\$787,000 for acting as an Independent Non-executive Director, the Chairman of the Audit Committee and a member of the Nomination Committee and the Remuneration Committee of the Company for the period from 25 May 2021 to the date of the AGM. His emolument will be reviewed and determined by the Board annually with the authorisation granted by the Shareholders at an annual general meeting of the Company and taking reference to his duties and responsibilities with the Company and the prevailing market situation.

Mr. Lau has not been involved in any of the matters as mentioned under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters in relation to Mr. Lau that need to be brought to the attention of the Shareholders.

**ROAD KING INFRASTRUCTURE LIMITED**

(Incorporated in Bermuda with limited liability)

(Stock Code: 1098)

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Road King Infrastructure Limited (the “Company”) will be held at Jade and Lotus Rooms, 6th Floor, Marco Polo Hongkong Hotel, Harbour City, 3 Canton Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 20 May 2022 at 10:00 a.m. to transact the following businesses:

AS ORDINARY BUSINESS

1. To receive and consider the audited financial statements and the reports of the Directors and the Independent Auditor for the year ended 31 December 2021.
2. To declare a final dividend for the year ended 31 December 2021.
3. To re-elect, each as a separate resolution, the following persons as Directors:
 - (a) Mr. Ko Yuk Bing;
 - (b) Mr. Fong Shiu Leung, Keter;
 - (c) Mr. Ng Fun Hung, Thomas;
 - (d) Mr. Xu Enli; and
 - (e) Mr. Lau Sai Yung,and to authorise the Board of Directors to fix their remuneration.
4. To re-appoint Auditor and to authorise the Board of Directors to fix their remuneration.

AS SPECIAL BUSINESS

5. To consider and, if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions:

ORDINARY RESOLUTIONS**(A) “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 additional shares in the capital of the Company and to make or grant offers, agreements and options, including bonds, warrants and debentures convertible into shares of the Company, 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 during the Relevant Period to make or grant offers, agreements and options, including bonds, warrants and debentures convertible into shares of the Company, which might require the exercise of such powers after the end of the Relevant Period;
- (c) the number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to or in consequence of (i) a Rights Issue (as hereinafter defined); or (ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to Directors and/or employees of the Company and/or any of its subsidiaries of options or rights to subscribe for shares in the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part of a dividend pursuant to the Bye-laws of the Company from time to time, shall not exceed 20% of the number of issued shares of the Company as at the date of passing of this Resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next Annual General Meeting of the Company;
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held; or

- (iii) the revocation or variation of the Resolution by an ordinary resolution in general meeting of the Company.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares whose names appear on the Register of Members of the Company on a fixed record date in proportion to their then holdings of such shares (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, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside the Hong Kong Special Administrative Region of the People’s Republic of China).”

(B) **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in Ordinary Resolution No. 5(A) set out in the notice of this Meeting) of all the powers of the Company to repurchase its own shares, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time, be and is hereby generally and unconditionally approved; and
- (b) the number of the shares to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the number of issued shares of the Company as at the date of passing of this Resolution and the said approval shall be limited accordingly.”

- (C) **“THAT** conditional upon Ordinary Resolution Nos. 5(A) and 5(B) set out in the notice convening this Meeting being passed, the general mandate granted to the Directors to allot, issue and deal with additional shares pursuant to Ordinary Resolution No. 5(A) above be and is hereby extended by the addition thereto of an amount representing the number of the shares of the Company repurchased by the Company under the authority granted pursuant to Ordinary Resolution No. 5(B) above provided that such amount shall not exceed 10% of the number of issued shares of the Company as at the date of passing of this Resolution.”

By Order of the Board
Lee Tak Fai, Kennedy
Company Secretary

Hong Kong, 12 April 2022

Notes:

1. The register of members of the Company will be closed from Tuesday, 17 May 2022 to Friday, 20 May 2022, both dates inclusive, during which period no transfer of shares of the Company will be registered for the purpose of determining the eligibility of the shareholders of the Company to attend and vote at the annual general meeting. All transfers of shares of the Company accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited (the "Branch Share Registrar"), at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:00 p.m. on Monday, 16 May 2022 for registration.

For the purpose of determining the eligibility of the shareholders of the Company to receive the proposed final dividend, the register of members of the Company will also be closed from Thursday, 26 May 2022 to Friday, 27 May 2022, both dates inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the proposed final dividend, all transfers of shares accompanied by the relevant share certificates must be lodged with the Branch Share Registrar at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:00 p.m. on Wednesday, 25 May 2022 for registration.

2. Any member of the Company entitled to attend and vote at the annual general meeting of the Company shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A proxy need not be a member of the Company. A member 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 and vote on his/her behalf at the annual general meeting of the Company or at a class meeting.
3. The form of proxy must be signed by a member of the Company or the attorney duly authorised in writing or, in the case of a corporation, must be either under its seal and under the hand of an officer or attorney or other person duly authorised to sign the same. In case of joint holders, the signature of any one of them is sufficient.
4. To be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power of attorney or authority, must be delivered to the office of the Branch Share Registrar at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the annual general meeting of the Company or any adjournment thereof. In case of appointment of proxies submitted in electronic form, the proxy appointments must be received by not less than 48 hours before the time appointed for the holding of the meeting (or at any adjournment thereof). You may submit your form of proxy electronically by scanning the QR code or visiting the designated URL <https://spot-meeting.tricor.hk>. Please use the username and password provided on the notification letter sent to you by the Company. If your shares are held through banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited and would like to appoint proxy to attend and vote at the meeting on your behalf, you should consult directly with your banks or brokers or custodians or the Hong Kong Securities Clearing Company Limited (as the case may be) for necessary arrangement. For submitting appointment of proxies in electronic form, shareholders can refer to letter and the Electronic Proxy User Guide (by visiting the designated website or scanning the QR code as printed therein) for details.
5. Delivery of the form of proxy will not preclude a member of the Company from attending and voting in person at the annual general meeting of the Company or via online, or at any adjournment thereof. In such event, the form of proxy shall be deemed to be revoked.
6. In the case of joint holders of any share, if more than one of such joint holders be present at the annual general meeting of the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of joint holding. Only **ONE PAIR** of log-in username and password will be provided to the joint holders.
7. In relation to Resolution No. 3 in the notice regarding the re-election of the Directors, Messrs. Ko Yuk Bing, Fong Shiu Leung, Keter, Ng Fun Hung, Thomas, Xu Enli and Lau Sai Yung will retire and, being eligible, offer themselves for re-election at the annual general meeting of the Company pursuant to the Company's Bye-laws.

8. A circular containing further details regarding Resolution Nos. 3 and 5 above has been sent to the members of the Company together with the Annual Report 2021.

9. **Hybrid Annual General Meeting (the “AGM”)**

Due to the volatility of the COVID-19 pandemic (“Pandemic”), the Company will conduct a hybrid AGM with the combination of In-Room Meeting and Virtual Meeting which allows shareholders to attend either in person, subject to the prevailing statutory requirements announced by the government of Hong Kong Special Administrative Region, China or via an online platform which allows Shareholders to attend, submit questions, vote electronically in real time and view live streaming of the AGM. Shareholders will be able to view the live video broadcast and participate in voting and submit questions in written form to the AGM via their mobile phones, tablets or computers. The live broadcast option can also broaden the reach of the AGM to shareholders who do not wish to attend physically due to concerns on attending large scale events under the current Pandemic situation, or for other overseas shareholders who are unable to attend in person.

Due to the constantly evolving Pandemic situation, the Company may be required to make changes to arrangements relating to the AGM at short notice. Shareholders should check the Company’s website (www.roadking.com.hk) or the HKEXnews website (www.hkexnews.hk) for any future announcements and updates on the AGM arrangements.

How to attend and vote

Shareholders who wish to attend the AGM and exercise their voting rights can be achieved in one of the following ways:

- (1) attend the AGM in person and vote via smartphones or designated mobile devices at the AGM venue; or
- (2) attend the AGM via e-Meeting System which enables live streaming and interactive platform for Q&A and submit their voting online; or
- (3) appoint the Chairman of the AGM or other persons as your proxy to vote on your behalf.

Your proxy’s authority and instruction will be revoked if you attend and vote in person at the AGM or via e-Meeting system.

Non-registered shareholders of the Company whose shares are held in the Central Clearing and Settlement System through banks, stockbrokers, custodians or the Hong Kong Securities Clearing Company Limited (collectively the “Intermediary”) may also be able to attend, submit questions, vote electronically in real time and view live streaming of the AGM via e-Meeting System. In this regard, they should:

1. contact and instruct their Intermediary that they want to attend, submit questions, vote electronically in real time and view live streaming of the AGM via e-Meeting System; and
2. provide their email address to their Intermediary before the time limit required by the relevant Intermediary.

Details regarding the AGM arrangements including login details to access the e-Meeting System will be sent by the Company’s Branch Share Registrar in Hong Kong, Tricor Secretaries Limited, to the email address of the non-registered shareholders of the Company provided by the Intermediary. Without the login details, non-registered shareholders of the Company will not be able to attend, submit questions, vote electronically in real time and view live streaming of the AGM using the e-Meeting System. Non-registered shareholders of the Company should therefore give clear and specific instructions to their Intermediary in respect of both (1) and (2) above.

Registered and non-registered shareholders of the Company should note that only one device is allowed in respect of each set of login details. Please also keep the login details in safe custody for use at the AGM and do not disclose them to anyone else. Neither the Company nor its agents assume any obligation or liability whatsoever in connection with the transmission of the login details or any use of the login details for voting or otherwise.

If you encounter any technical problems in using e-Meeting System, please contact Tricor Secretaries Limited for assistance with the following details:

Address: Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong

Email: emeeting@hk.tricorglobal.com

Telephone: (852) 2975 0928

Fax: (852) 2861 1465

On-site e-Voting system will be used at the AGM to enhance the efficiency in the poll counting process. This is a full paperless AGM process that facilitates easy and intuitive voting procedures for shareholders as well as to allow instant declaration of voting results during the AGM.

Pandemic Circumstances

Although shareholders are welcome to attend the AGM in person if they so wish. The Company strongly advises shareholders to attend the AGM via the online option in view of the current development of the Pandemic. The Company will also be undertaking the following precautionary measures to safeguard the health and well-being of the shareholders (or their proxies) who are attending the AGM in person, including body temperature check, health declaration, wearing surgical face mask, access restriction for quarantine participants according to the Department of Health of Hong Kong, plus safe distancing measures for queue management and seating at the meeting venue and present COVID-19 vaccination record, either electronic or print. To reduce close contact between attendees at the physical AGM, no refreshment will be served at the meeting venue. Any person who refuses to co-operate with the above precautionary measures or is detected to have a fever (i.e. over 37.0 degrees Celsius), or exhibiting flu-like symptoms will not be admitted to the meeting venue.

For online voting at the AGM, shareholders can refer to our letter and the Online Meeting User Guide (by visiting the designated website or scanning the QR code as printed therein) for details.

You must provide a valid email address of your proxy in the space provided (except when the chairman of the meeting is appointed as your proxy). If no email address is provided, your proxy cannot attend and vote online.