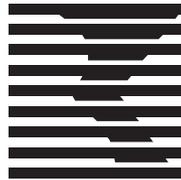


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ROAD KING INFRASTRUCTURE LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1098)

NOTICE OF ANNUAL GENERAL MEETING

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 Wednesday, 24 May 2023 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 2022.
2. To re-elect, each as a separate resolution, the following persons as Directors:
 - (a) Mr. Zen Wei Peu, Derek;
 - (b) Ms. Cai Xun; and
 - (c) Ms. Hui Grace Suk Han,and to authorise the Board of Directors to fix their remuneration.
3. To re-appoint Auditor and to authorise the Board of Directors to fix their remuneration.

AS SPECIAL BUSINESS

4. To consider and, if thought fit, pass with or without amendments, the following resolutions as 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 existing bye-laws (the “Existing 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 Existing 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. 4(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. 4(A) and 4(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. 4(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. 4(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.”

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

“THAT the proposed new share option scheme of the Company as described in the circular of the Company dated 19 April 2023 (the “New Share Option Scheme”) (a printed copy of which being tabled before the meeting and initialled by the chairman of the meeting for the purposes of identification) be approved and adopted and that the Directors be authorised to grant options thereunder and (subject to the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval of the listing of, and permission to deal in the shares of the Company to be allotted) to allot and issue shares of the Company pursuant to the New Share Option Scheme and take all such steps as may be necessary or desirable to implement the New Share Option Scheme.”

6. To consider and, if thought fit, pass with or without amendments, the following resolution as a Special Resolution of the Company:

“THAT:

- (a) the proposed amendments to the Existing Bye-laws of the Company (the “Proposed Amendments”), the details of which are set out in Appendix IV to the circular of the Company dated 19 April 2023, be and are hereby approved;
- (b) the new bye-laws of the Company (the “New Bye-laws”), incorporating the Proposed Amendments (a printed copy of which being tabled before the meeting and initialled by the chairman of the meeting for the purposes of identification) be and are hereby approved and adopted as the bye-laws of the Company in substitution for and to the exclusion of the Existing Bye-laws of the Company; and
- (c) any director of the Company be and is hereby authorised to do all things necessary to effect and record the adoption of the New Bye-laws.”

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

Hong Kong, 19 April 2023

Notes:

- 1. The register of members of the Company will be closed from Friday, 19 May 2023 to Wednesday, 24 May 2023, 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 (the “Shareholders”) 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:00 p.m. on Thursday, 18 May 2023 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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-emeeting.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. 2 in the notice regarding the re-election of the Directors, Mr. Zen Wei Peu, Derek, Ms. Cai Xun and Ms. Hui Grace Suk Han will retire and, being eligible, offer themselves for re-election at the annual general meeting of the Company pursuant to the Company's Existing Bye-laws.
8. A circular containing further details regarding Resolution Nos. 2, 4 to 6 above has been sent to the members of the Company together with the Annual Report 2022.
9. **Hybrid Annual General Meeting (the "AGM")**

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 any social distancing restrictions which may be announced by the government of Hong Kong from time to time, 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, or to overseas Shareholders who are unable to attend in person.

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 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:

- (i) 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
- (ii) 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 provided by the Intermediary. Without the login details, non-registered Shareholders 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 should therefore give clear and specific instructions to their Intermediary in respect of both (i) and (ii) above.

Registered and non-registered Shareholders 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: 17/F, Far East Finance Centre, 16 Harcourt Road, 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.

Precautionary Measures

The Company will be undertaking the body temperature check and any other precautionary measures to safeguard the health and well-being of the Shareholders (or their proxies) who are attending the AGM in person. To reduce close contact between attendees at the physical AGM, no refreshment or drinks 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.

As at the date of this notice, the Board of Directors of the Company comprises Messrs. Zen Wei Peu, Derek, Ko Yuk Bing, Fong Shiu Leung, Keter and Ng Fun Hung, Thomas as Executive Directors, Ms. Cai Xun and Mr. Xu Enli as Non-executive Directors and Messrs. Lau Sai Yung, Tse Chee On, Raymond, Wong Wai Ho and Ms. Hui Grace Suk Han as Independent Non-executive Directors.