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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

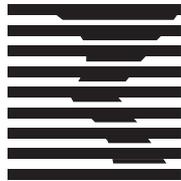
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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered institution in securities, bank manager, solicitor, professional accountant or other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

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**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**

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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 Tuesday, 21 May 2024 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong 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 any adjourned meeting if you so wish.

**No souvenirs, drinks or refreshment will be served at the AGM.**

9 April 2024

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## DEFINITIONS

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

“AGM”	the 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 Tuesday, 21 May 2024 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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 (HK stock code: 1098)
“Directors”	the directors 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”	2 April 2024, 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

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## DEFINITIONS

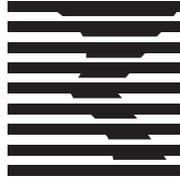
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“PRC”	the People’s Republic of China
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise the powers of the Company to repurchase Shares on the terms set out in the Notice
“SFO”	the Securities and Futures Ordinance (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 (HK stock code: 610) and is the controlling Shareholder of the Company
“%”	per cent.

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LETTER FROM THE BOARD

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**ROAD KING INFRASTRUCTURE LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1098)**

*Executive Directors:*

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

*Non-executive Directors:*

Cai Xun  
Xu Enli

*Independent Non-executive Directors:*

Lau Sai Yung  
Wong Wai Ho  
Hui Grace Suk Han  
Cheung Hon Kit

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Principal place of business:*

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

9 April 2024

*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;

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## LETTER FROM THE BOARD

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- (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), Mr. Cheung Hon Kit (“Mr. Cheung”) appointed as a Director by the Board with effect from 1 June 2023, will retire from office at the AGM and, being eligible, will offer himself 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, Mr. Xu Enli (“Mr. Xu”), Mr. Lau Sai Yung (“Mr. Lau”) and Mr. Wong Wai Ho (“Mr. Wong”) will retire from office by rotation at the AGM. Mr. Xu and Mr. Wong, being eligible, will offer themselves for re-election at the AGM. Mr. Lau will not offer himself for re-election in order to devote more time to his other commitments and will retire from the Board with effect from the conclusion of the AGM.

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## LETTER FROM THE BOARD

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Pursuant to the code provision B.2.3 of the Corporate Governance Code set out in Appendix C1 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. Wong has been an Independent Non-executive Director of the Company since 2014. Mr. Wong has extensive experience in trade promotion, fund investment and investment consultancy. Mr. Wong 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. Wong'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. Wong 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. Wong would not affect his exercise of independent judgment and consider Mr. Wong continues to be independent and also believe that Mr. Wong is able to fulfil his roles as required, and therefore recommend Mr. Wong 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 Mr. Xu, Mr. Wong and Mr. Cheung 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.

### **AGM**

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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong 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 any adjournment should you wish to do so.

No souvenirs, drinks or refreshment will be served at the AGM.

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## LETTER FROM THE BOARD

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### 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 Company's website ([www.roadking.com.hk](http://www.roadking.com.hk)) and the HKEXnews website of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) 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 2023), 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 were as follows:

	Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2023</b>		
April	3.380	3.020
May	3.570	2.730
June	3.000	2.710
July	3.050	2.690
August	3.010	1.890
September	2.290	1.710
October	1.820	1.470
November	1.900	1.430
December	1.790	1.360
<b>2024</b>		
January	1.600	1.210
February	1.520	1.300
March	1.460	1.200
April (up to the Latest Practicable Date)	1.270	1.210

**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.

**GENERAL**

The Directors will exercise the powers of the Company to make repurchase pursuant to the proposed resolution in accordance with the Listing Rules and the applicable laws of Bermuda.

Neither this Explanatory Statement nor the Repurchase Mandate has any unusual features.

**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:

Name	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. Xu Enli** (*aged 48*)

Mr. Xu has been appointed as a Non-executive Director of the Company since January 2022. He is an executive director and a vice president of Shenzhen Investment Limited (HK stock code: 604) and a vice president of 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 (i) did not hold any directorship in other listed public companies in the last three years; (ii) does not hold any positions within the Group; and (iii) does not have any relationships 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 21 May 2022 to 20 May 2025, or the date of the annual general meeting of the Company to be held in 2025, whichever is earlier. He is subject to retirement and re-election at the annual general meeting of the Company in accordance with the Bye-laws and the Listing Rules. Mr. Xu is entitled to an annual emolument of HK\$370,000 for acting as a Non-executive Director of the Company for the period from 24 May 2023 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, 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. Wong Wai Ho** (*aged 74*)

Mr. Wong has been appointed as an Independent Non-executive Director of the Company since May 2014. He is the Chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee of the Company. He is an Independent Non-executive Director of Hang Chi Holdings Limited (HK stock code: 8405). He was a consultant of Jumbo Land Resources Limited. Moreover, Mr. Wong was appointed by Jardine Fleming responsible for the management of the world's first ever direct investment focusing on finding investment opportunities in the Greater China region and was appointed by Kleinwort Benson and Advent International Corporation as a director and a managing director respectively. Prior to that, he worked for the Hong Kong Trade Development Council responsible for the promotion of Hong Kong's external trade for 13 years. Mr. Wong has been involved in the public services; he was a member of the Board of Trustees of Chung Chi College, The Chinese University of Hong Kong and a member of The Chinese History and Culture Educational Foundation for Youth. In the Expo 2010 Shanghai, Mr. Wong was appointed as the deputy pavilion director of the World Trade Centers Association Pavilion. Mr. Wong holds a Bachelor degree in Business Administration (major in accounting) from The Chinese University of Hong Kong and a Master in Law degree from the People's University of China (also known as Renmin University of China). He has extensive experience in trade promotion, fund investment and investment consultancy.

Save as disclosed above, Mr. Wong (i) did not hold any directorship in other listed public companies in the last three years; (ii) does not hold any positions within the Group; and (iii) does not have any relationships with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Wong 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. Wong entered into a letter of appointment with the Company for a period commencing from 16 May 2021 to 15 May 2024, or the date of the annual general meeting of the Company to be held in 2024, whichever is earlier. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws and the Listing Rules. Mr. Wong is entitled to an emolument of HK\$776,000 for acting as an Independent Non-executive Director, the Chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee of the Company for the period from 24 May 2023 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, taking reference to his duties and responsibilities with the Company and the prevailing market situation.

Mr. Wong 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. Wong that need to be brought to the attention of the Shareholders.

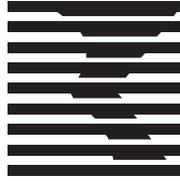
**Mr. Cheung Hon Kit** (*aged 70*)

Mr. Cheung has been appointed as an Independent Non-executive Director of the Company since 1 June 2023. He is the chairman and an executive director of ITC Properties Group Limited (HK stock code: 199) and was an independent non-executive director of Future Bright Holdings Limited (HK stock code: 703). He graduated from the University of London with a Bachelor of Arts Degree. Mr. Cheung has over 45 years of experience in real estate development, property investment and corporate finance, holding key executive positions in various leading property development companies in Hong Kong. On 15 November 2005, the Securities and Futures Commission of Hong Kong (the “SFC”) criticised the then board of directors of ITC Corporation Limited (“ITC Corporation”, now known as PT International Development Corporation Limited) for breaching Rule 21.3 of The Hong Kong Code on Takeovers and Mergers in respect of the dealing in the securities of Hanny Holdings Limited (now known as Master Glory Group Limited (in liquidation)) by ITC Corporation during an offer period without the consent of the executive director of the Corporate Finance Division of the SFC. Mr. Cheung was a director of ITC Corporation at that time.

Save as disclosed above, Mr. Cheung (i) did not hold any directorship in other listed public companies in the last three years; (ii) does not hold any positions within the Group; and (iii) does not have any relationships with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Cheung 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. Cheung entered into a letter of appointment with the Company for a period commencing from 1 June 2023 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 and the Listing Rules. Mr. Cheung is entitled to an annual emolument of HK\$370,000 for acting as an Independent 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.

Save as disclosed above, Mr. Cheung 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. Cheung 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 (the “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 Tuesday, 21 May 2024 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 2023.
2. To re-elect, each as a separate resolution, the following persons as Directors:
  - (a) Mr. Xu Enli;
  - (b) Mr. Wong Wai Ho; and
  - (c) Mr. Cheung Hon Kit,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 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. 4(A) set out in the notice of the 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 the 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.”

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

Hong Kong, 9 April 2024

*Notes:*

1. The register of members of the Company will be closed from Thursday, 16 May 2024 to Tuesday, 21 May 2024, 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 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 Tuesday, 14 May 2024 for registration.
2. Any member of the Company entitled to attend and vote at the Meeting 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 Meeting 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 Meeting or any adjournment thereof.
5. Delivery of the form of proxy will not preclude a member of the Company from attending and voting in person at the Meeting 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 Meeting, 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.
7. In relation to Resolution No. 2 in the notice regarding the re-election of the Directors, Mr. Xu Enli, Mr. Wong Wai Ho and Mr. Cheung Hon Kit will retire and, being eligible, offer themselves for re-election at the Meeting pursuant to the Company’s Bye-laws.
8. A circular containing further details regarding Resolution Nos. 2 and 4 above has been published on the Company’s website ([www.roadking.com.hk](http://www.roadking.com.hk)) and the HKEXnews website of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)).
9. **No souvenirs, drinks or refreshment will be served at the Meeting.**