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**If you have sold or transferred** all your shares in CNQC International Holdings Limited (the “**Company**”), you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**CNQC INTERNATIONAL HOLDINGS LIMITED**  
**青建國際控股有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock code: 1240)**

**(I) RENEWAL OF GENERAL MANDATES  
TO ISSUE NEW SHARES AND REPURCHASE SHARES  
(II) RE-ELECTION OF DIRECTORS  
(III) RE-APPOINTMENT OF AUDITORS  
AND  
(IV) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening an annual general meeting of the Company to be held on 11 June 2026 (Thursday) at 11:30 a.m. at Orchid Room, 2/F, The Royal Garden, 69 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong is set out on pages 20 to 24 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services 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 (i.e. on 9 June 2026 (Tuesday) at 11:30 a.m.) before the time appointed for holding the annual general meeting. Completion and return of the proxy form will not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting thereof should you so desire. In such event, the instrument appointing a proxy shall be deemed to have been revoked.

12 May 2026

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held on 11 June 2026 (Thursday) at 11:30 a.m. at Orchid Room, 2/F, The Royal Garden, 69 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong;
“AGM Notice”	the notice convening the AGM set out on pages 20 to 24 of this circular;
“Articles”	the articles of association of the Company;
“Board”	the board of Directors;
“Company”	CNQC International Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange;
“close associate(s)”	has the same meaning as defined in the Listing Rules;
“core connected person(s)”	has the same meaning as defined in the Listing Rules;
“CPS”	the non-redeemable convertible preference shares of HK\$0.01 each in the capital of the Company;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue and deal with Shares set out as resolution no. 4 in the AGM Notice;
“Latest Practicable Date”	7 May 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Memorandum”	the memorandum of association of the Company;

## DEFINITIONS

“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan;
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares set out as resolution no. 5 in the AGM Notice;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company;
“Shareholder(s)”	holder(s) of (a) Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Code on Takeovers and Mergers;
“treasury shares”	has the same meaning as defined in the Listing Rules;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong; and
“%”	per cent.

LETTER FROM THE BOARD



**CNQC INTERNATIONAL HOLDINGS LIMITED**

**青建國際控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1240)**

*Executive Directors:*

Mr. Wang Congyuan (*Chairman*)  
Mr. Li Jun (李軍) (*Chief Executive Officer*)  
Dr. Du Bo  
Mr. Du Dexiang (*Co-Chief Executive Officer*)

*Registered Office:*

Windward 3,  
Regatta Office Park  
PO Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

*Non-executive Director:*

Mr. Liu Jiazhen

*Headquarters, Head Office and  
Principal Place of Business in Hong Kong*

*Independent non-executive Directors:*

Mr. Liu Junchun  
Mr. Tam Tak Kei, Raymond  
Mr. Chan Kok Chung, Johnny  
Ms. Zhou Lu

8/F, Enterprise Square Three  
39 Wang Chiu Road  
Kowloon Bay  
Hong Kong

12 May 2026

*To the Shareholders*

Dear Sir or Madam,

**(I) RENEWAL OF GENERAL MANDATES  
TO ISSUE NEW SHARES AND REPURCHASE SHARES  
(II) RE-ELECTION OF DIRECTORS  
(III) RE-APPOINTMENT OF AUDITORS  
AND  
(IV) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with the AGM Notice and details of (i) the Issue Mandate and the Repurchase Mandate and the extension of the Issue Mandate by addition thereto the number of Shares repurchased pursuant to the Repurchase Mandate; (ii) an explanatory statement regarding the Repurchase Mandate; (iii) the re-election of Directors; and (iv) the re-appointment of auditors.

## LETTER FROM THE BOARD

### GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES

The Company's existing mandates to issue and repurchase Shares were approved by the Shareholders on 20 June 2025. Unless otherwise renewed, the existing mandates to issue and repurchase Shares will lapse at the conclusion of the AGM.

Ordinary resolutions will be proposed at the AGM to grant to the Directors new general mandates:

- (i) to allot, issue and otherwise deal with new Shares (including the sale or transfer of any treasury shares) with an aggregate number not exceeding 20% of the aggregate number of the issued Shares (excluding any treasury shares) as at the date of passing the proposed resolution at the AGM; and
- (ii) to repurchase Shares with an aggregate number not exceeding 10% of the aggregate number of the issued Shares (excluding any treasury shares) as at the date of passing the proposed resolution at the AGM.

In addition, a separate ordinary resolution will be proposed at the AGM to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if so granted to the Directors at the AGM).

The Directors have no present intention to exercise the Issue Mandate or the Repurchase Mandate (if granted to the Directors at the AGM).

As at the Latest Practicable Date, a total of 1,518,320,030 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued and/or repurchased by the Company prior to the AGM, the Company will be allowed to issue a maximum of 303,664,006 Shares representing 20% of the aggregate number of the issued Share (excluding any treasury shares) as at the date of the AGM.

The Issue Mandate (including the extended Issue Mandate) and the Repurchase Mandate, if granted, shall continue to be in force during the period from the date of passing of the resolutions for the approval of the Issue Mandate (including the extended Issue Mandate) and the Repurchase Mandate (as the case may be) up to the earliest 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 laws of the Cayman Islands or the Articles to be held; or (iii) the revocation or variation of the Issue Mandate (including the extended Issue Mandate) or the Repurchase Mandate (as the case may be) by an ordinary resolution of the Shareholders in general meeting.

An explanatory statement containing information regarding the Repurchase Mandate is set out in Appendix I to this circular.

## LETTER FROM THE BOARD

### RE-ELECTION OF RETIRING DIRECTORS

Ms. Zhou Lu, being newly appointed independent non-executive Director, shall hold office until the forthcoming annual general meeting and, being eligible, offer herself for re-election pursuant to Article 112 of the Articles.

Each of Mr. Wang Congyuan, Mr. Liu Jiazhen, Mr. Tam Tak Kei, Raymond, and Mr. Chan Kok Chung, Johnny (together with Ms. Zhou Lu, collectively the “**Retiring Directors**”) will retire from office as Directors at the forthcoming annual general meeting of the Company, being eligible, to offer themselves for re-election pursuant to Article 108(a) of the Articles.

Pursuant to code provision B.2.3 of the Corporate Governance Code as set out in Appendix C1 to the Listing Rules, any further appointment of an independent non-executive director who has served for more than nine years should be subject to a separate resolution to be approved by shareholders. Each of Mr. Tam Tak Kei, Raymond (“**Mr. Tam**”) and Mr. Chan Kok Chung, Johnny (“**Mr. Chan**”) have served as an independent non-executive Director for more than nine years, and accordingly, the re-appointments of Mr. Tam and Mr. Chan at the AGM will be subject to a separate resolution to be approved by the Shareholders in accordance with the Listing Rules.

Each of Mr. Tam and Mr. Chan has confirmed his independence with reference to the factors set out in Rule 3.13 of the Listing Rules, and the Company continues to receive annual written confirmation from each of Mr. Tam and Mr. Chan on his independence in accordance with the Listing Rules. In determining the proposal to re-elect Mr. Tam and Mr. Chan as independent non-executive Directors notwithstanding that they have served as independent non-executive Directors for more than nine years, (i) the Board and the nomination committee of the Company (the “**Nomination Committee**”) have assessed and reviewed the annual confirmation of independence of each of Mr. Tam and Mr. Chan based on the criteria set out in Rule 3.13 of the Listing Rules, in particular given that each of Mr. Tam and Mr. Chan is neither interested in the securities in or business of the Company nor connected with any Directors, chief executive or substantial Shareholder of the Company. The Board and the Nomination Committee consider that each of Mr. Tam and Mr. Chan remains independent of management and free of any relationship which could materially interfere with the exercise of his independent judgment; (ii) by taking into account the board nomination policy (the “**Nomination Policy**”) and the board diversity policy (the “**Board Diversity Policy**”) of the Company, the Nomination Committee considers that each of Mr. Tam and Mr. Chan is a suitable candidate as an independent non-executive Director based on his background, experience and commitment to devote sufficient time to the Company; (iii) the Board considers that the respective cultural background, educational background and work experience of Mr. Tam and Mr. Chan can bring further contributions to the Board’s diversity, and believes that each of Mr. Tam and Mr. Chan would be able to devote sufficient time to the Board; and (iv) the Board is satisfied that through exercising the scrutinising and monitoring function of an independent non-executive Director, each of Mr. Tam and Mr. Chan can continue to provide independent and objective judgment and advice to the Board to safeguard the interests of the Company and the Shareholders as a whole.

## LETTER FROM THE BOARD

In view of the foregoing factors, and that the tenure of each of Mr. Tam and Mr. Chan brings considerable stability and significant contribution to the Board and the Board has benefited greatly from the presence and experience of each of Mr. Tam and Mr. Chan who has over time gained valuable insight into the Group and its markets, the Board believes that each of Mr. Tam and Mr. Chan has the character, integrity, independence and expertise to continue to fulfill his role as an independent non-executive Director effectively and will continue to bring valuable experience, knowledge and professionalism to the Board, and would recommend each of Mr. Tam and Mr. Chan for re-election as an independent non-executive Director at the AGM.

The Nomination Committee believes that Ms. Zhou Lu (“**Ms. Zhou**”) has extensive experience in the investment and asset management industry. The election of Ms. Zhou as an independent non-executive Director will complement the professional background of the board members in investment and asset management and further enhance the diversity of the Board.

The Board considers that the candidates for independent non-executive Directors have basic knowledge of the operation of a listed company, is familiar with relevant regulatory requirements, and owns many years of relevant work experience in investment, financing, and mergers and acquisitions fields or other relevant work experience necessary to perform the duties of an independent non-executive Director. Each of Ms. Zhou, Mr. Tam and Mr. Chan has confirmed his/her independence in accordance with Rule 3.13 of the Listing Rules. The Board also considers that each of Ms. Zhou, Mr. Tam and Mr. Chan meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent under the terms of the guidelines.

The Nomination Committee, having reviewed the Board’s composition, qualifications, skills and experience, time commitment and contribution of each of the Retiring Directors with reference to the nomination principles and criteria set out in the Board Diversity Policy and the Nomination Policy as well as the Company’s corporate strategy, and the independence of the independent non-executive Directors, noted that pursuant to the Articles and the Nomination Policy, each of the Retiring Directors is eligible for re-election, and nominated and recommended the Retiring Directors to the Board for the Board to recommend to the Shareholders for re-election at the AGM.

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

### **RE-APPOINTMENT OF AUDITORS**

An ordinary resolution will be proposed at the AGM to approve the re-appointment of Deloitte Touche Tohmatsu as the auditors of the Company to hold office from the conclusion of the AGM until the next annual general meeting, and to authorise the Board to fix the auditor’s remuneration for the year ending 31 December 2026. The re-appointment of the auditors of the Company has been reviewed by the audit committee of the Company which made recommendation to the Board that the re-appointment be submitted and proposed for the Shareholders’ approval at the AGM.

## LETTER FROM THE BOARD

The estimated annual audit fee payable to Deloitte Touche Tohmatsu for the year ending 31 December 2026 is expected to be in the range of approximately HK\$5.3 million to HK\$5.6 million (“**Estimated Audit Fee**”) (exclusive of out-of-pocket expenses), which is determined after due consideration and arm’s length negotiations between the Company and Deloitte Touche Tohmatsu, taking into account, among other things, the size and complexity of the Group’s business operations, the expected scope of the audit, the audit timetable, the level and mix of professional staff to be deployed as well as the required auditors’ resources involved, the anticipated audit workload, and prevailing market rates for comparable services.

As Deloitte Touche Tohmatsu is familiar with the Group’s financials and affairs, the Board considers that the re-appointment of Deloitte Touche Tohmatsu as the Company’s auditors can ensure audit work in respect of the Group for the year ending 31 December 2026 to be performed in a more efficient manner, while the Estimated Audit Fee is considered to be fair and reasonable after due consideration of the facts and circumstances known as of the Latest Practicable Date, which is in the best interests of the Company and the Shareholders as a whole.

The Estimated Audit Fee is based on the assumption that there will be no material change in the Group’s operations, accounting policies or regulatory environment during the financial year ending 31 December 2026.

Unless there is a material change in the basis or assumptions set out above, the final audit fee should not deviate materially from the Estimated Audit Fee as initially disclosed above. In the event of any material change, the Company will make further disclosure as and when appropriate.

### AGM

A notice convening the AGM to be held on 11 June 2026 (Thursday) at 11:30 a.m. at Orchid Room, 2/F, The Royal Garden, 69 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong is set out on pages 20 to 24 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

In accordance with Rule 13.39(4) of the Listing Rules, a poll will be required on each of the resolutions set out in the AGM Notice except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

You will find enclosed a proxy form for use at the AGM. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM, or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM, or any adjournment thereof, should you so wish. In such event, the instrument appointing a proxy shall be deemed to have been revoked.

## LETTER FROM THE BOARD

For the purpose of ascertaining the Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from 5 June 2026 (Friday) to 11 June 2026 (Thursday), both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on 4 June 2026 (Thursday). The record date for the AGM is 11 June 2026 (Thursday).

### RECOMMENDATION

The Directors consider that the granting of the Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate, the re-election of the retiring Directors and the re-appointment of auditors are in the best interests of the Company and the Shareholders. The Directors recommend that the Shareholders vote in favour of all the resolutions as set out in the AGM Notice at the AGM.

By Order of the Board  
**CNQC International Holdings Limited**  
**Mr. Wang Congyuan**  
*Chairman*

*This appendix includes an explanatory statement required by the Stock Exchange to be presented to the Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors.*

### **1. LISTING RULES FOR REPURCHASES OF SHARES**

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution at a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

### **2. FUNDING AND IMPACT OF REPURCHASES**

Any repurchase will be made out of funds which are legally available for such purpose in accordance with the Memorandum and the Articles, the Listing Rules and the applicable laws of the Cayman Islands. As compared with the financial position of the Company as at 31 December 2025 (being the date to which the latest audited accounts of the Company have been made up), the Directors consider that there would not be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed repurchase period.

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 of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

### **3. REASONS FOR REPURCHASES**

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

The Shares repurchased by the Company may be held as treasury shares or may be cancelled subject to, among others, market conditions and its capital management needs at the relevant time of the repurchases. Such repurchases are subject to compliance with the Listing Rules, the Memorandum and the Articles and the applicable laws of the Cayman Islands.

#### 4. SHARE CAPITAL

As at the Latest Practicable Date, the total issued Shares comprised 1,518,320,030 Shares.

Subject to the passing of the relevant ordinary resolutions to approve the general mandate to repurchase Shares and on the basis and assumption that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Directors would be authorised to exercise the powers of the Company to repurchase a maximum of 151,832,003 Shares.

#### 5. UNDERTAKING OF THE DIRECTORS

The Directors will exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and in accordance with the Memorandum and the Articles.

Neither this explanatory statement nor the proposed share repurchase under the Repurchase Mandate has any unusual features.

#### 6. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as that term is defined in the Takeovers Code), depending on the level of increase of the shareholding, 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.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Shareholders who had interests representing 5% or more of the Shares then in issued, together with the consequential changes in their respective shareholding interest if the Repurchase Mandate is exercised in full, are set out in the table below:

Name of substantial shareholder	Number of Shares held	Approximate % of interest As at the Latest Practicable Date	Approximate % of interest If Repurchase Mandate is exercised in full
Qingdao Huizhide Management Consulting Co., Ltd. (Note 1)	1,124,759,528	74.08%	82.31%
Dr. Du Bo (Note 2)	1,124,759,528	74.08%	82.31%
Guotsing Holding Company Limited ("Guotsing BVI")	1,024,759,528	67.49%	74.99%

Name of substantial shareholder	Number of Shares held	Approximate % of interest As at the Latest Practicable Date	Approximate % of interest If Repurchase Mandate is exercised in full
Victorious Path International Limited (Notes 1 & 2)	100,000,000	6.59%	7.32%
China Great Wall AMC (International) Holdings Company Limited (Note 3)	142,000,000	9.35%	10.39%

*Note:*

1. Qingdao Huizhide Management Consulting Co., Ltd. is deemed to be interested in the 1,024,759,528 Shares, as such Shares are held by Guotsing BVI, which is a company wholly owned by Hao Bo Investments Limited, which in turn is held as to 48.55% by Top Elate Investments Limited and 51.45% by Bliss Wave Holding Investments Limited. Top Elate Investments Limited is a company wholly-owned by Qingdao Qingjian Holdings Co. which in turn is held as to 99.98% by the Qingdao ZhiXinDa Enterprise Management Partnership (Limited Partnership). The managing partner of Qingdao ZhiXinDa Enterprise Management Partnership (Limited Partnership) is Qingdao Huizhide Management Consulting Co., Ltd.

Qingdao Huizhide Management Consulting Co., Ltd. is also deemed to be interested in the 100,000,000 Shares, as such Shares are held by Victorious Path International Limited, which is a company wholly owned by Guotsing Group (HK) Limited, which in turn is wholly owned by Hyday (South Pacific) Investment Pte Ltd, which in turn is wholly owned by Guotsing Holding (South Pacific) Investment Pte. Ltd., which in turn is wholly owned by Guotsing Holding Group Co. Ltd. Guotsing Holding Group Co. Ltd is a company held as to 42.1% by Shanghai Heliyuan Investment Ltd and 57.9% by Qingdao Qingjian Group Co Ltd which in turn is held as to 99.98% by the Qingdao ZhiXinDa Enterprise Management Partnership (Limited Partnership). The managing partner of Qingdao ZhiXinDa Enterprise Management Partnership (Limited Partnership) is Qingdao Huizhide Management Consulting Co., Ltd.

2. Dr. Du Bo, an executive Director, is deemed to be interested in the 1,024,759,528 Shares, as such Shares are held by Guotsing BVI, which is a company wholly owned by Hao Bo Investments Limited, which in turn is held as to 48.55% by Top Elate Investments Limited and 51.45% by Bliss Wave Holding Investments Limited. Bliss Wave Holding Investments Limited is a company held as to 74.53% by Hui Long Enterprises Limited, which is a company wholly-owned by Dr. Du Bo.

Dr. Du Bo is also deemed to be interested in the 100,000,000 Shares, as such Shares are held by Victorious Path International Limited, which is a company wholly owned by Guotsing Group (HK) Limited, which in turn is wholly owned by Hyday (South Pacific) Investment Pte Ltd, which in turn is wholly owned by Guotsing Holding (South Pacific) Investment Pte. Ltd., which in turn is wholly owned by Guotsing Holding Group Co. Ltd. Guotsing Holding Group Co. Ltd is a company held as to 42.1% by Shanghai Heliyuan Investment Ltd and 57.9% by Qingdao Qingjian Group Co Ltd. Shanghai Heliyuan Investment Ltd is a company held as to 59.5% by Dr. Du Bo and 40% by Mr. Du Dexiang. Accordingly, Du Dexiang, an executive Director and the Co-Chief Executive Officer of the Company, is also deemed to be interested in the 100,000,000 Shares held by Victorious Path International Limited.

3. China Great Wall AMC (International) Holdings Company Limited owns 142,000,000 Shares, which is a company wholly owned by China Great Wall Asset Management Co., Ltd., which in turn is held as to 73.53% by Central Huijin Investment Ltd. Central Huijin Investment Ltd is deemed to be interested in the 142,000,000 Shares held by China Great Wall AMC (International) Holdings Company Limited.

Based on the table above, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases made under the Repurchase Mandate. The Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code. Further, as the exercise of the Repurchase Mandate may result in insufficient public float of the Company, the Directors have no intention to exercise the Repurchase Mandate to such an extent that results in a public shareholding of less than the minimum public float requirement of 25% of the total issued Shares.

## 7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates has any present intention, in the event that the proposed Repurchase Mandate is granted, to sell Shares to the Company. No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of Shares.

## 8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months ended on the Latest Practicable Date.

## 9. SHARE PRICES

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

	Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2025</b>		
April	0.169	0.145
May	0.155	0.145
June	0.165	0.148
July	0.202	0.160
August	0.232	0.199
September	0.206	0.184
October	0.196	0.186
November	0.195	0.186
December	0.190	0.189
<b>2026</b>		
January	0.190	0.177
February	0.191	0.182
March	0.202	0.179
April	0.200	0.159
May (until the Latest Practicable Date)	0.170	0.169

Set out below are details of the proposed Directors who will retire at the conclusion of the AGM and will be proposed to be re-elected at the AGM.

## EXECUTIVE DIRECTOR

### Mr. Wang Congyuan

Mr. Wang Congyuan (“**Mr. Wang**”), aged 51, is an executive Director and Chairman of the Board of the Company. He was appointed as an executive Director and Chief Executive Officer on 26 January 2016. He was appointed as a member of the Remuneration Committee of the Company on 26 January 2016 and a member of the Strategy and Investment Committee on 22 March 2016. He was appointed as the chairman of the Strategy and Investment Committee on 31 March 2020. He was appointed as the Chairman of the Board and the chairman of the Nomination Committee on 24 February 2023. Mr. Wang is also a director of subsidiaries of the Company.

Mr. Wang has over 28 years of experience in the engineering and construction industry. He is currently a president of Guotsing Holding Group Co. Limited and Qingdao Qingjian Holding Ltd.\* (青島青建控股有限公司). He is also a director of Qingjian Group Co., Ltd.\* (青建集團股份公司), Haide Capital Investment (Shanghai) Co., Ltd.\* (海德邦和投資(上海)有限公司) and Shandong Taixun Prefabricated Building Technology Co., Ltd.\* (山東泰迅裝配式建築科技有限公司).

Mr. Wang Congyuan holds a master’s degree in business administration from PBC School of Finance (“五道口金融學院”) of Tsinghua University, the People’s Republic of China (the “PRC”) and holds a bachelor’s degree in thermal engineering from The University of Science and Technology Beijing. He is a Professor of Engineering and a member of the Chartered Institute of Building. Mr. Wang Congyuan was accredited as 青島市最具成長性企業家 (The Entrepreneur with Highest Potential in Qingdao\*) in December 2012, and was awarded 山東省富民興魯勞動獎章 (The Award for Improvement of Living Standard in Shandong Province\*) in April 2014, and accredited as 山東省優秀企業家 (The Excellent Entrepreneur in Shandong\*) in 2021 and awarded as a model worker in Shandong Province in April 2023.

Save as disclosed above, Mr. Wang has not held and did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wang did not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

Mr. Wang has entered into a director’s service agreement with the Company as an executive Director for a term of three years commencing from 26 January 2025, which may be terminated by either the Company or Mr. Wang by giving three months’ written notice or otherwise in accordance with the terms of the director’s service agreement, and is subject to retirement by rotation and re-election in accordance with the Articles.

Under the service agreement entered into between the Company and Mr. Wang, Mr. Wang is entitled to an annual remuneration of HK\$3,650,000, which was determined having considered the experience, duties and responsibilities of Mr. Wang and the prevailing market rate of companies of comparable size and similar operation.

As at the Latest Practicable Date, Mr. Wang held 1,944,916 Shares of the Company. Mr. Wang is also interested in 6,189,663 CPS pursuant to the management share scheme which became effective on 15 October 2015.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wang had no interests in any shares, underlying shares or debentures of the Company or its associated corporations (as defined under Part XV of the SFO) required to be disclosed pursuant to the SFO.

Save as disclosed above, there is no information in relation to the re-election of Mr. Wang which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders in respect of the re-election of Mr. Wang.

## NON-EXECUTIVE DIRECTOR

### Mr. Liu Jiazhen

Mr. Liu Jiazhen (“**Mr. Liu**”), aged 38, is a non-executive Director. He was appointed as a non-executive Director and a member of the Strategy and Investment Committee on 22 July 2024. He joined China Great Wall AMC (International) Holdings Company Limited in January 2017 (“**China Great Wall AMC**”). He is currently the head of capital market department of China Great Wall AMC and had previously served as the head of Finance department of China Great Wall AMC. During the period from April 2014 to January 2017, Mr. Liu served as the company secretary and authorised representative of Capital Realm Financial Holdings Group Limited (formerly known as China Investment Development Limited), a company listed on the Main Board of the Stock Exchange (stock code: 204). Before that, Mr. Liu, worked for Deloitte Touche Tohmatsu as an auditor from 2009 to 2011 and a senior auditor from 2011 to 2012. Mr. Liu graduated from the Hong Kong University of Science and Technology with a bachelor’s degree of Business Administration in Professional Accounting and Finance (First Class Honor) obtained in November 2009. Mr. Liu is also a member of the Hong Kong Institute of Certified Public Accountants since October 2012.

Save as disclosed above, Mr. Liu has not held and did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, Mr. Liu did not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

Mr. Liu has entered into a director's service agreement with the Company as a non-executive Director for a term of three years commencing from 22 July 2024 which may be terminated by either party giving no less than 3 months' written notice to the other party in accordance with the terms of the director's service agreement, and is subject to retirement by rotation and re-election in accordance with the Articles.

Under the service agreement entered into between the Company and Mr. Liu, Mr. Liu is entitled to an annual remuneration of HK\$240,000, which was determined having considered the experience, duties and responsibilities of Mr. Liu and the prevailing market rate of companies of comparable size and similar operation.

As at the Latest Practicable Date, Mr. Liu Jiazhen had no interests in any shares, underlying shares or debentures of the Company or its associated corporations (as defined under Part XV of the SFO) required to be disclosed pursuant to the SFO.

Save as disclosed above, there is no information in relation to the re-election of Mr. Liu, which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders in respect of the re-election of Mr. Liu.

## INDEPENDENT NON-EXECUTIVE DIRECTORS

### Mr. Tam Tak Kei, Raymond

Mr. Tam Tak Kei, Raymond (“**Mr. Tam**”), aged 63, is an independent non-executive Director. He was appointed as an independent non-executive Director, the chairman of the Audit Committee and a member of the Nomination Committee on 11 September 2012. He was appointed as a member of the Remuneration Committee on 11 January 2019. Mr. Tam joined the Company on 11 September 2012.

Mr. Tam acted as the financial controller at international law firms for nine years and has over 30 years of professional accounting experience and is currently the company secretary of Tian Lun Gas Holdings Limited (stock code: 1600), which listed on the Main Board of the Stock Exchange. Mr. Tam also served as an independent non-executive director of Yunhong Guixin Group Holdings Limited (stock code: 8349), a GEM-listed company of the Stock Exchange, from December 2016 to January 2025. He also served as an independent non-executive director of two companies listed on the Main Board of the Stock Exchange, Green Economy Development Limited (stock code: 1315) from December 2011 to February 2023 and China Next-Gen Commerce and Supply Chain Limited (formerly known as China New Retail Supply Chain Group Limited) (stock code: 3928) from September 2024 to September 2025. From May 2020 until now, he is an independent non-executive director of Kingland Group Holdings Limited (currently known as AI Energy Engineering Holdings Limited), a company listed on the Main Board of the Stock Exchange (stock code: 1751).

Mr. Tam obtained a Bachelor of Arts degree in Accounting with Computing from University of Kent at Canterbury, the United Kingdom in July 1985. He has been a member of The Institute of Chartered Accountants in England and Wales since August 1990 and an associate of the Hong Kong Society of Accountants since January 1995.

Save as disclosed above, Mr. Tam has not held and did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, Mr. Tam did not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

Mr. Tam has confirmed that: (i) he has met each of the factors relating to his independence referred to in Rule 3.13 of the Listing Rules; and (ii) save for his appointment as an independent non-executive Director, he has no past or present financial or other interests in the business of the Group or any connection with any of the core connected persons (as defined in the Listing Rules) of the Company; and (iii) there are no other factors which may affect his independence at the time of his appointment.

Mr. Tam has entered into a director's service agreement with the Company as an independent non-executive Director for a term of two years commencing from 12 September 2024, which may be terminated by either the Company or Mr. Tam by giving three months' written notice or otherwise in accordance with the terms of the director's service agreement, and is subject to retirement by rotation and re-election in accordance with the Articles.

Under the service agreement entered into between the Company and Mr. Tam, Mr. Tam is entitled to an annual remuneration of HK\$288,000, which was determined having considered the experience, duties and responsibilities of Mr. Tam and the prevailing market rate of companies of comparable size and similar operation.

As at the Latest Practicable Date, Mr. Tam had no interests in any shares, underlying shares or debentures of the Company or its associated corporations (as defined under Part XV of the SFO) required to be disclosed pursuant to the SFO.

Save as disclosed above, there is no information in relation to the re-election of Mr. Tam which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders in respect of the re-election of Mr. Tam.

**Mr. Chan Kok Chung, Johnny**

Mr. Chan Kok Chung, Johnny (“**Mr. Chan**”), aged 66, is an independent non-executive Director. He was appointed as an independent non-executive Director on 26 January 2016. He was appointed as a member of the Audit Committee, a member of the Nomination Committee, a member of the Remuneration Committee and a member of Strategy and Investment Committee on 22 March 2016.

Mr. Chan has over 40 years of experience in investment banking and investment management industry. He is currently the CIO of the Cyberport Macro Fund of the Hong Kong Cyberport Management Company, and a member of the Market Misconduct Tribunal, an independent body which is established under the SFO. He has been appointed as a panel member of the Securities and Futures Appeals Tribunal (“**SFAT**”) starting from April 2025. He assumed the Chairmanship of Global Venture Capital Congress (“**GVCC**”) in 2024. He has also been appointed as a member of Exchange Fund Advisory Committee, Investment Sub Committee and Governance Sub Committee of Hong Kong Monetary Authority since September 2025.

Mr. Chan also acts as a non-executive Director of Accounting and Financial Reporting Council (“**AFRC**”) since October 2024, an independent non-executive director of Hangzhou SF Intra-city Industrial Co., Ltd. (stock code: 9699) since June 2021, an independent non-executive director of NetEase Inc. (HKEx: 9999.HK/NASDAQ: NTES) since August 2025, and an independent non-executive director and Chairman of the Investment Committee of HSBC Provident Fund Trustee (Hong Kong) Limited, a member of HSBC Holdings.

Mr. Chan was a Member of the Listing Committee of the Stock Exchange from July 2020 to July 2022 and was appointed as Deputy Chairman of the Listing Committee of the Stock Exchange from July 2022 to July 2024. Mr. Chan is a co-founder and director of Techpacific Capital Limited which became Crosby Capital Limited and was the Chairman and CIO of Crosby Asset Management (Hong Kong) Limited from 2002 to 2016, and was Chairman and founder of Crosby Wealth Management from 2005 to 2013. He was the CIO of Softech Investment Management, the manager of the Hong Kong Government Applied Research Fund during 2000 to 2019. He was also CIO of JAIC-CROSBY Investment Management Company Limited from 2015 to 2018. Mr. Chan is the President and Executive Director of the Hong Kong Venture Capital and Private Capital in Asia (HKVCA) (as Chairman from 2007 to 2011).

Mr. Chan holds a Master of Business Administration degree from Bayes Business School, City, University of London in the United Kingdom, a postgraduate diploma from The Securities Institute of Australia (now FINSIA) and a Bachelor of Arts (Hons) degree in Economics from the London Metropolitan University.

Save as disclosed above, Mr. Chan has not held and did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chan did not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

Mr. Chan has confirmed that: (i) he has met each of the factors relating to his independence referred to in Rule 3.13 of the Listing Rules; and (ii) save for his appointment as an independent non-executive Director, he has no past or present financial or other interests in the business of the Group or any connection with any of the core connected persons (as defined in the Listing Rules) of the Company; and (iii) there are no other factors which may affect his independence at the time of his appointment.

Mr. Chan has entered into a director's service agreement with the Company as an independent non-executive Director for a term of two years commencing from 24 January 2026, which may be terminated by either the Company or Mr. Chan by giving three months' written notice or otherwise in accordance with the terms of the director's service agreement, and is subject to retirement by rotation and re-election in accordance with the Articles.

Under the service agreement entered into between the Company and Mr. Chan, Mr. Chan is entitled to an annual remuneration of HK\$288,000, which was determined having considered the experience, duties and responsibilities of Mr. Chan and the prevailing market rate of companies of comparable size and similar operation.

As at the Latest Practicable Date, Mr. Chan had no interests in any shares, underlying shares or debentures of the Company or its associated corporations (as defined under Part XV of the SFO) required to be disclosed pursuant to the SFO.

Save as disclosed above, there is no information in relation to the re-election of Mr. Chan which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders in respect of the re-election of Mr. Chan.

#### **Ms. Zhou Lu**

Ms. Zhou Lu ("**Ms. Zhou**"), aged 46, is an independent non-executive Director. She was appointed as an independent non-executive Director on 21 November 2025. Ms. Zhou has more than 15 years of experience in the investment and asset management industry. From December 2018 to August 2025, she served as the deputy chief executive officer of Cinda International Holdings Limited ("**Cinda International**"), the shares of which are listed on the Main Board of the Stock Exchange (stock code: 111), and was responsible for overseeing the asset management department, cross border business department and research department of Cinda International and its subsidiaries (the "**Cinda Group**"). She also served as a director of certain subsidiaries and associated companies of Cinda International and certain subsidiaries of China Cinda Asset Management Co., Ltd. ("**China Cinda**"), the H shares of which are listed on the Main Board of the Stock Exchange (stock code: 1359) and the controlling shareholder of Cinda International. Prior to joining Cinda Group, Ms. Zhou worked in a subsidiary of China Cinda

as an investment manager. Ms. Zhou obtained a bachelor degree in law from the Central University of Finance and Economics in 2001, and a master degree in commerce from the University of New South Wales in 2003.

Save as disclosed above, Ms. Zhou has not held and did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, Ms. Zhou did not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

Ms. Zhou has confirmed that: (i) she has met each of the factors relating to her independence referred to in Rule 3.13 of the Listing Rules; (ii) save for her appointment as an independent non-executive Director, she has no past or present financial or other interests in the business of the Group or any connection with any of the core connected persons (as defined in the Listing Rules) of the Company; and (iii) there are no other factors which may affect her independence at the time of her appointment.

Ms. Zhou has entered into a director's service agreement with the Company as an independent non-executive Director for a term of two years commencing from 21 November 2025, which may be terminated by either the Company or Ms. Zhou by giving no less than three months' written notice, and is subject to retirement by rotation and re-election in accordance with the Articles.

Under the service agreement entered into between the Company and Ms. Zhou, Ms. Zhou is entitled to an annual remuneration of HK\$288,000, which was determined having considered the experience, duties and responsibilities of Ms. Zhou and the prevailing market rate of companies of comparable size and similar operation.

As at the Latest Practicable Date, Ms. Zhou had no interests in any shares, underlying shares or debentures of the Company or its associated corporations (as defined under Part XV of the SFO) required to be disclosed pursuant to the SFO.

Save as disclosed above, there is no information in relation to the re-election of Ms. Zhou which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders in respect of the re-election of Ms. Zhou.



**CNQC INTERNATIONAL HOLDINGS LIMITED**

**青建國際控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1240)**

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “**Meeting**”) of CNQC International Holdings Limited (the “**Company**”) will be held on 11 June 2026 (Thursday) at 11:30 a.m. at Orchid Room, 2/F, The Royal Garden, 69 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong for considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

**ORDINARY RESOLUTIONS**

1. To receive, consider and adopt the audited consolidated accounts and reports of the directors and auditors of the Company and its subsidiaries for the year ended 31 December 2025.
2. To re-appoint Deloitte Touche Tohmatsu as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.
3.
  - a. To re-elect Mr. Wang Congyuan as an executive director of the Company;
  - b. To re-elect Mr. Liu Jiazhen as a non-executive director of the Company;
  - c. To re-elect Mr. Tam Tak Kei, Raymond as an independent non-executive director of the Company;
  - d. To re-elect Mr. Chan Kok Chung, Johnny as an independent non-executive director of the Company;
  - e. To re-elect Ms. Zhou Lu as an independent non-executive director of the Company; and
  - f. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
4. “**THAT:**
  - (A) subject to paragraph (C) of this resolution below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (including the sale or transfer of any treasury shares) and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

## NOTICE OF ANNUAL GENERAL MEETING

- (B) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company (“**Share(s)**”) which might or would require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional shares in the capital of the Company) during or after the end of the Relevant Period;
- (C) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (A) and (B) of this resolution above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to subscribe for Shares; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend in accordance with the articles of association of the Company from time to time, shall not exceed 20% of the aggregate number of Shares in issue (excluding any treasury shares) at the time of passing 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 time of the passing of this resolution until whichever is the earliest 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 laws of the Cayman Islands or the Company’s articles of association to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares on the register of members 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 any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

## NOTICE OF ANNUAL GENERAL MEETING

5. “THAT:

- (A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to repurchase such Shares are subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby, generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (C) the aggregate number of Shares repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (A) of this resolution above during the Relevant Period shall not exceed 10% of the aggregate number of Shares issued (excluding any treasury shares) as at the time of passing 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 time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company unless, by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Company’s articles of association to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

## NOTICE OF ANNUAL GENERAL MEETING

6. “**THAT** conditional upon the passing of Resolutions no. 4 and 5 as set out in this notice convening the Meeting of which this Resolution forms part, the general mandate granted to the Directors pursuant to Resolution no. 4 as set out in this notice convening the Meeting of which this Resolution forms part be and is hereby extended by the addition thereto of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to Resolution no. 5 as set out in this notice convening the Meeting of which this Resolution forms part, provided that such amount shall not exceed 10% of the aggregate number of the issued Shares (excluding any treasury shares) as at the date of passing this Resolution.”

By Order of the Board  
**CNQC International Holdings Limited**  
**WANG CONGYUAN**  
*Chairman of the Board*

Hong Kong, 12 May 2026

*Notes:*

1. Any member of the Company entitled to attend, speak and vote at the Meeting shall be entitled to appoint another person as his proxy to attend, speak and, on a poll, vote instead of him. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. To be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours (i.e. on 9 June 2026 (Tuesday) at 11:30 a.m.) before the time appointed for holding the Meeting or any adjournment thereof.
4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
5. Where there are joint holders of any Shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but 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 the joint holding.
6. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.
7. An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against the ordinary resolution no. 5 as set out in this notice is enclosed.

## NOTICE OF ANNUAL GENERAL MEETING

8. The transfer books and register of members of the Company will be closed from Friday, 5 June 2026 to Thursday, 11 June 2026, both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending the Meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Thursday, 4 June 2026. The record date for the Meeting is Thursday, 11 June 2026.
9. Details of each of Mr. Wang Congyuan, Mr. Liu Jiazhen, Mr. Tam Tak Kei, Raymond, Mr. Chan Kok Chung, Johnny and Ms. Zhou Lu proposed to be re-elected as a Director at the Meeting are set out in Appendix II to the circular of the Company dated 12 May 2026.
10. A proxy form for use at the Meeting is enclosed.
11. **BAD WEATHER ARRANGEMENTS:**

The Meeting will be held on Thursday, 11 June 2026 as scheduled regardless of whether or not an amber or red rainstorm warning signal is in force in Hong Kong at any time on that day. However, if a black rainstorm warning signal or a tropical cyclone warning signal no. 8 or above or “extreme conditions” caused by a super typhoon is in force in Hong Kong at 8:00 a.m. on Thursday, 11 June 2026, the Meeting will not be held on that day but will be automatically postponed or adjourned. The Company will post an announcement on the Company’s website ([www.cnqc.com.hk](http://www.cnqc.com.hk)) and the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify the shareholders of the Company of the date, time and place of the adjourned meeting. Members may call the hotline at (852) 3163 3980 or visit the website of the Company at [www.cnqc.com.hk](http://www.cnqc.com.hk) for details of the postponement and alternative meeting arrangements. Members should make their own decision as to whether they would attend the Meeting under bad weather conditions having regard to their own situation and if they should choose to do so, they are advised to exercise care and caution.
12. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.