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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) PROPOSED AMENDMENTS TO MEMORANDUM  
AND ARTICLES OF ASSOCIATION  
AND ADOPTION OF THE SECOND AMENDED AND  
RESTATED MEMORANDUM AND THE THIRD AMENDED AND  
RESTATED ARTICLES  
(IV) PROPOSED CHANGE OF AUDITOR  
AND  
(V) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company to be held on 21 June 2024 (Friday) at 11:30 a.m. at 2/F (Orchid Room), The Garden Rooms, 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 19 June 2024 (Wednesday) 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.

21 May 2024

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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 21 June 2024 (Friday) at 11:30 a.m. at 2/F (Orchid Room), The Garden Rooms, 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 existing second amended and restated articles of association of the Company adopted on 31 May 2023;
“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 and issue Shares set out as resolution no. 4 in the AGM Notice;
“Latest Practicable Date”	17 May 2024, 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 existing amended and restated memorandum of association of the Company adopted on 11 September 2012;

## 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;
“Proposed Amendments”	the proposed amendments to the Articles of Association, details of which are set out in Appendix III to this circular;
“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;
“Second Amended and Restated Memorandum and Third Amended and Restated Articles ”	the second amended and restated memorandum of association of the Company and the third amended and restated articles of association of the Company proposed to be adopted by the Company at the AGM;
“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;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong; and
“%”	per cent.

\* *For identification purpose only*



**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*)

*Non-executive Director:*

Mr. Ren Zhiqiang

*Independent non-executive Directors:*

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

*Registered Office:*

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

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

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

21 May 2024

*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) PROPOSED AMENDMENTS TO MEMORANDUM  
AND ARTICLES OF ASSOCIATION  
AND ADOPTION OF THE SECOND AMENDED AND  
RESTATED MEMORANDUM AND THIRD AMENDED AND  
RESTATED ARTICLES  
(IV) PROPOSED CHANGE OF AUDITOR  
AND  
(V) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with the AGM Notice and details of (i) the proposed Issue Mandate and the proposed Repurchase Mandate and the extension of the Issue Mandate by addition thereto of the number of Shares repurchased pursuant to the Repurchase

## LETTER FROM THE BOARD

Mandate; (ii) an explanatory statement regarding the Repurchase Mandate; (iii) the proposed re-election of Directors; (iv) the proposed amendments to the Memorandum and Articles and the adoption of the Second Amended and Restated Memorandum and the Third Amended and Restated Articles and (v) the proposed change of auditor of the Company.

### 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 31 May 2023. 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 with an aggregate number not exceeding 20% of the aggregate number of the issued 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 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 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

Each of Mr. Wang Congyuan, Mr. Tam Tak Kei, Raymond and Mr. Chan Kok Chung, Johnny 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 of 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. Mr. Tam Tak Kei, Raymond has served as an independent non-executive Director for more than nine years, and accordingly, the re-appointment of Mr. Tam Tak Kei, Raymond at the AGM will be subject to a separate resolution to be approved by the Shareholders in accordance with the Listing Rules.

Mr. Tam Tak Kei, Raymond 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 Mr. Tam Tak Kei, Raymond on his independence in accordance with the Listing Rules. In determining the proposal to re-elect Mr. Tam Tak Kei, Raymond as an independent non-executive Director notwithstanding that they have served as an independent non-executive Director 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 Mr. Tam Tak Kei, Raymond based on the criteria set out in Rule 3.13 of the Listing Rules, in particular given that Mr. Tam Tak Kei, Raymond 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 Mr. Tam Tak Kei, Raymond 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 Mr. Tam Tak Kei, Raymond was 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 Tak Kei, Raymond can bring further contributions to the Board’s diversity, and believes that Mr. Tam Tak Kei, Raymond 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, Mr. Tam Tak Kei, Raymond has continued 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 Mr. Tam Tak Kei, Raymond brings considerable stability and significant contribution to the Board and the Board has benefited greatly from the presence and experience of Mr. Tam Tak Kei, Raymond who has over time gained valuable insight into the Group and its markets, the Board believes that Mr. Tam Tak Kei, Raymond 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 Mr. Tam Tak Kei, Raymond for re-election as an independent non-executive Director at the AGM.

The Nomination Committee, having reviewed the Board's composition, the qualifications, skills and experience, time commitment and contribution each of the above retiring Directors with reference to the nomination principles and criteria set out in the Board Diversity Policy and the Nomination Policy and 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 are eligible for nomination, 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.

### **PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES AND THE ADOPTION OF THE SECOND AMENDED AND RESTATED MEMORANDUM AND THE THIRD AMENDED AND RESTATED ARTICLES**

Reference is made to the announcement of the Company dated 20 May 2024 in relation to the Company's proposal to amend the Memorandum and Articles by way of adoption of the Second Amended and Restated Memorandum and Third Amended and Restated Articles incorporating the Proposed Amendments.

The Proposed Amendments are for the purposes of:

1. updating and bringing the existing Memorandum and Articles in line with the latest regulatory requirements in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the Listing Rules which took effect from 31 December 2023; and
2. introducing corresponding and other house-keeping changes to the Memorandum and Articles.

The Proposed Amendments and the adoption of the Second Amended and Restated Memorandum and the Third Amended and Restated Articles are subject to the approval of the Shareholders by way of a special resolution at the AGM and shall take effect upon the passing of such resolution.



## LETTER FROM THE BOARD

Details of the Proposed Amendments are set out in Appendix III to this circular (marked-up against the provisions in the Memorandum and Articles). The Second Amended and Restated Memorandum and the Third Amended and Restated Articles are written in English. There is no official Chinese translation in respect thereof. Therefore, the Chinese version of the Second Amended and Restated Memorandum and the Third Amended and Restated Articles is a translation for reference only. Should there be any discrepancy, the English version shall prevail.

The Company has obtained confirmation from its legal advisers as to Hong Kong laws and the Cayman Islands laws that the Proposed Amendments are not inconsistent with the applicable requirements of the Listing Rules and do not contravene the laws of the Cayman Islands, respectively. The Company also confirms that there is nothing unusual about the Proposed Amendments for a company listed on the Stock Exchange.

### PROPOSED CHANGE OF AUDITOR

Reference is made to the announcement of the Company dated 17 May 2024 in relation to the proposed change of auditor. It will be proposed at the AGM a resolution approving the appointment of Deloitte Touche Tohmatsu (“**Deloitte**”) as auditors of the Company following the retirement of PricewaterhouseCoopers (“**PwC**”).

PwC has served as the independent auditor of the Company for 12 consecutive years since 2012. The Board believes that it shall be appropriate to rotate the independent auditor in a timely manner to maintain good corporate governance and to ensure the independence and objectivity of the audit work.

The Company was incorporated under the laws of the Cayman Islands and to the knowledge of the Board, there is no requirement under the laws of the Cayman Islands for the retiring auditor to confirm to the Company whether or not there is any circumstances connected with their retirement which they consider should be brought to the attention of the shareholders of the Company (the “**Shareholders**”). Both the Board and audit committee of the Company (the “**Audit Committee**”) have confirmed that there are no disagreements or unresolved matters between the Company and PwC, and that there are no other matters in respect of the retirement of PwC that need to be brought to the attention of the Shareholders.

The Board hereby expresses its gratitude to PwC for its services provided to the Company over the years.

Based on the recommendation of the Audit Committee, the Board proposed to appoint Deloitte as the auditors of the Company following the retirement of PwC, subject to the approval of the Shareholders at the AGM.

## LETTER FROM THE BOARD

### AGM

A notice convening the AGM to be held on 21 June 2024 (Friday) at 11:30 a.m. at 2/F (Orchid Room), The Garden Rooms, 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.

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 (i.e. on 19 June 2024 (Wednesday) at 11:30 a.m) before the time appointed for holding the AGM. 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.

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 Monday, 17 June 2024 to Friday, 21 June 2024, 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 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 Friday, 14 June 2024.

### 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 Proposed Amendments, adoption of the Second Restated Memorandum and the Third Restated Articles and the proposed change of auditor 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 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 2023 (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.

### **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 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:

<b>Name of substantial shareholder</b>	<b>Number of Shares held</b>	<b>Approximate% of interest As at the Latest Practicable Date</b>	<b>Approximate% of interest If Repurchase Mandate is exercised in full</b>
Dr. Du Bo ( <i>Note</i> )	1,124,759,528	74.08%	82.31%
China Great Wall AMC (International) Holdings Company Limited	142,000,000	9.35%	10.39%
Victorious Path International Limited	100,000,000	6.59%	7.32%

*Note:*

The 1,024,759,528 Shares are deemed to be interest by Dr. Du Bo, as the Shares are held by Guotsing Holding Company Limited (“**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. 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 100,000,000 Shares are deemed to be interest by Dr. Du Bo, as the 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 Holdings Co. which in turn is held as to 99.98% by the Qingdao ZhiXinDa Enterprise Management Partnership (Limited Partnership). Shanghai Heliyuan Investment Ltd is a company held as to 59.5% by Dr. Du Bo.

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 of the Company.

#### **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:

	<b>Highest</b> <i>HK\$</i>	<b>Share</b> <b>Lowest</b> <i>HK\$</i>
<b>2023</b>		
April	0.41	0.365
May	0.37	0.27
June	0.31	0.27
July	0.32	0.295
August	0.31	0.23
September	0.248	0.224
October	0.231	0.195
November	0.2	0.175
December	0.182	0.141
<b>2024</b>		
January	0.163	0.147
February	0.156	0.147
March	0.154	0.146
April	0.157	0.139
May (until the Latest Practicable Date)	0.155	0.138

*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 49, 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 and the chairman of the Nomination Committee on 24 February 2023. Mr. Wang is also a director of subsidiaries of the Company.

He has over 25 years of experience in the engineering and construction industry. From September 2007 to October 2015, Mr. Wang Congyuan took the positions of secretary to the board of directors, assistant to the president, the vice president and the joint chairman of 青建集團股份公司 (Qingjian Group Co., Ltd.\*) and from December 2012 to October 2015, he was the vice president and the executive vice president of Guotsing PRC. During the period from August 2012 to December 2013, he served as the president of 青建國際集團有限公司 (Qingjian International Group Co., Ltd.\*). Mr. Wang Congyuan, was also the chairman and the chief executive officer of 青島青建地產集團有限公司 (Qingdao Qingjian Real Estate Group Co., Ltd.\*) during the period from July 2014 to August 2015.

He is currently a president of Guotsing PRC and Qingjian Group Finance LLC\* (青建集團財務有限責任公司). He is also a director of Qingjian Group Co., Ltd.\* (青建集團股份公司), Qingdao Qingjian Holding Ltd.\* (青島青建控股有限公司), Haide Capital Investment (Shanghai) Co., Ltd\* (海德邦和投資(上海)有限公司), Hyday (South Pacific) Investment Pte. Ltd, Guotsing Holding (South Pacific) Investment Pte. Ltd, CNQC Development Limited, Guotsing Finance Holding Ltd and Guotsing Asset Management Limited.

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, PRC. 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.

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 does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

Mr. Wang renewed a director's service agreement with the Company as an executive Director for a term of three years commencing from 26 January 2022, 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 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 holds 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 has 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.

## INDEPENDENT NON-EXECUTIVE DIRECTORS

### Mr. Tam Tak Kei, Raymond

Mr. Tam Tak Kei, Raymond ("Mr. Tam"), aged 61, 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. Mr. Tam was appointed the member of Remuneration Committee on 11 January 2019. Mr. Tam joined the Company on 11 September 2012. 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.

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 has also acted as an independent non-executive director of, Yunhong Guixin Group Holdings Limited (stock code: 8349) since December 2016, a company listed on the Growth Enterprise Market of Stock Exchange, Green Economy Development Limited (stock code: 1315) from December 2011 to February 2023 and Kingland Group Holdings Limited (stock code: 1751) since May 2020, both companies listed on the Main Board of Stock Exchange.

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 does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

Mr. Tam has renewed a director's service agreement with the Company as an independent non-executive Director for a term of two years commencing from 12 September 2022, 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 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.

Save as disclosed above, as at the Latest Practicable Date, Mr. Tam has 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 64, 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.

He has over 40 years of experience in investment banking and investment management industry. He is CIO of the Cyberport Macro Fund of the Hong Kong Cyberport Management Company.

Mr. Chan is a Member of the Listing Committee of The Stock Exchange of Hong Kong Limited since 2020 and was appointed as Deputy Chairman of the Listing Committee of The Stock Exchange of Hong Kong Limited from July 2022.

Mr. Chan has also acted as an independent non-executive Director of Hangzhou SF Intra-city Industrial Co., Ltd. (stock code: 9699) since November 2021, and an independent non-executive Director of HSBC Provident Fund Trustee (Hong Kong) Limited, a member of HSBC Holdings.

He is a co-founder and director of Techpacific Capital Limited, and was the Chairman and CIO of Crosby Asset Management (Hong Kong) Limited from 2004 to 2015 and Chairman and founder of Crosby Wealth Management from 2004 to 2012. Mr. Chan is the President of the Hong Kong Venture Capital and Private Equity Association Limited (Chairman 2007–2011). He is also the founder and Secretary General of the Asian Venture Capital and Private Equity Council Limited.

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 does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

Mr. Chan has renewed a director's service agreement with the Company as an independent non-executive Director for a term of two years commencing from 24 January 2024, 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 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.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chan has 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.

*The following are the Proposed Amendments (shown with strikethrough to denote text to be deleted and underline to denote text to be added). Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the Memorandum and Articles. If the serial numbering of the clauses of the Articles of Association is changed due to the addition, deletion or re-arrangement of certain clauses made in these amendments, the serial numbering of the clauses of the Memorandum and Articles as so amended shall be changed accordingly, including cross references.*

**Article no.      Proposed Amendments (showing changes to the existing Memorandum)**

**Heading    ~~THE COMPANIES LAW (2011 Revision)~~ ACT (REVISED)**

**EXEMPTED COMPANY LIMITED BY SHARES  
SECOND AMENDED AND  
RESTATED MEMORANDUM OF ASSOCIATION  
OF**

**CNQC INTERNATIONAL HOLDINGS LIMITED**

**青建國際控股有限公司\***

**~~Sunley Holdings Limited~~**

**新利控股有限公司**

(the “Company”)

(Adopted by a Special Resolution passed on ~~11 September 2012~~[●] 2024)

1. The name of the Company is ~~Sunley~~CNQC International Holdings Limited 新利青建國際 控股有限公司.
2. The registered office will be situate at ~~the offices of Appleby Trust (Cayman) Ltd., Clifton House, 75 Fort Street, P.O. Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands~~ or at such other place in the Cayman Islands as the Directors may from time to time decide.
7. The authorised share capital of the Company is ~~HK\$20,000,000~~60,000,000 consisting of ~~2,000,000,000~~6,000,000,000 shares of HK\$0.01 each with the power for the Company to increase or reduce the said capital and to issue any part of its capital, original or increased, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions; and so that, unless the condition of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.

Article no. Proposed Amendments (showing changes to the existing Articles)

Heading

**THE COMPANIES ACT (REVISED)  
EXEMPTED COMPANY LIMITED BY SHARES  
~~SECOND THIRD~~ AMENDED AND  
RESTATED ARTICLES OF ASSOCIATION OF**

**CNQC International Holdings Limited  
青建國際控股有限公司**

(Adopted by a Special Resolution passed at  
a general meeting of the Company held on ~~31 May 2023~~[●] 2024)

175. (d) Subject to the Listing Rules, the requirement to send to a person referred to in Article 175(b) the documents referred to in that article or a summary financial report in accordance with Article 175(b) shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules, the Company publishes copies of the documents referred to in Article 175(b) and, if applicable, a summary financial report complying with Article 175(b), on the Company's computer network or in any other permitted manner (including by sending any form of electronic communication), ~~and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents.~~
180. (A) (ii) Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles (including any corporate communications and actionable communications within the meaning ascribed thereto under the Listing Rules) may be served on or delivered to any Shareholder either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Shareholder at his registered address as appearing in the register or by leaving it at that address addressed to the Shareholder or by any other means authorised in writing by the Shareholder concerned or (other than share certificate) by publishing it by way of advertisement in the Newspapers. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Companies Act and the Listing Rules, a notice or document may be served or delivered by the Company to any Shareholder by electronic ~~means~~communication or electronic transmission to such address as may from time to time be authorised by the Shareholder concerned or by publishing it on ~~a~~the Company's website or the website of the HK Stock Exchange ~~and notifying the Shareholder concerned that it has been so published.~~

182. Any notice or other document, if sent by mail, postage prepaid, shall be deemed to have been served or delivered on the day following that on which the letter, envelope, or wrapper containing the same is put into the post. In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail. Any notice or document not sent by post but left by the Company at a registered address shall be deemed to have been served or delivered on the day it was so left. Any notice or document, if sent by electronic means (including through any relevant system), shall be deemed to have been given on the day following that on which the electronic communication was sent by or on behalf of the Company. Any notice or document served or delivered by the Company by any other means authorised in writing by the Shareholder concerned shall be deemed to have been served when the Company has carried out the action it has been authorised to take for that purpose. Any notice or other document published by way of advertisement shall be deemed to have been given or served or delivered on the day it was so published and any notice or other documents or on a website placed on either the Company's website or the website of the HK Stock Exchange shall be deemed to have been given or served or delivered by the Company on the day it first so appears on the relevant website was so published, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or otherwise required by the Listing Rules.



**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 21 June 2024 (Friday) at 11:30 a.m. at 2/F (Orchid Room), The Garden Rooms, 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 2023.
2. To 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. Tam Tak Kei, Raymond as an independent non-executive director of the Company;
  - c. To re-elect Mr. Chan Kok Chung, Johnny as an independent non-executive director of the Company; and
  - d. 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 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;
  - (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) which might or would

## NOTICE OF ANNUAL GENERAL MEETING

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 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 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 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).”

5. “**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 powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock**

## NOTICE OF ANNUAL GENERAL MEETING

**Exchange**”) or any other stock exchange on which the shares of the Company 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 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.”

- 6. “**THAT** conditional upon the passing of Resolutions 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 of the Company pursuant to Resolution 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 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 as at the date of passing this Resolution.”



## NOTICE OF ANNUAL GENERAL MEETING

### SPECIAL RESOLUTION

7. To consider and, if thought fit, to pass the following resolution as a special resolution:

“**THAT:**

- A. the proposed amendments to the existing amended and restated memorandum of association and the second amended and restated articles of association of the Company (the “**Proposed Amendments**”), the details of which are set out in Appendix III to the circular of the Company dated 21 May 2024, be and are hereby approved, such that the existing memorandum of association and the second amended and restated articles of association of the Company be and are hereby amended by the Proposed Amendments;
- B. the second amended and restated memorandum of association and the third amended and restated articles of association of the Company (the “**Second Restated Memorandum and the Third Restated Articles**”, a copy of the document marked “A” and initialled by the chairman of the Annual General Meeting for the purpose of identification is produced to the Annual General Meeting), incorporating the Proposed Amendments, be and are hereby approved and adopted as the Second Restated Memorandum and the Third Restated Articles, in substitution for, and to the exclusion of, the existing amended and restated articles of association with immediate effect after the close of the Annual General Meeting; and
- C. any director, registered office provider or company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect and implement the adoption of the Second Restated Memorandum and the Third Restated Articles, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong.”

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

Hong Kong, 21 May 2024

*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.

## NOTICE OF ANNUAL GENERAL MEETING

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 19 June 2024 (Wednesday) 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. 6 as set out in this notice is enclosed.
8. The transfer books and register of members of the Company will be closed from Monday, 17 June 2024 to Friday, 21 June 2024, 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 Friday, 14 June 2024.
9. Details of each of Mr. Wang Congyuan, Mr Tam Tak Kei, Raymond and Mr. Chan Kok Chung, Johnny proposed to be re-elected as a director of the Company at the Meeting are set out in Appendix II to the circular of the Company dated 21 May 2024.
10. A proxy form for use at the Meeting is enclosed.
11. **BAD WEATHER ARRANGEMENTS:**

The Meeting will be held on Friday, 21 June 2024 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 Friday, 21 June 2024, 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 of Hong Kong Limited ([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.