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

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

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ROAD KING INFRASTRUCTURE LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1098)

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

A notice convening the annual general meeting (“AGM”) of Road King Infrastructure Limited to be held at Jade and Lotus Rooms, 6th Floor, Marco Polo Hongkong Hotel, Harbour City, 3 Canton Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 22 May 2026 at 10:00 a.m. is set out in Appendix III to this circular. Whether or not you intend to attend such meeting, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Tricor 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 before the time appointed for holding such meeting or adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjourned meeting if you so wish.

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

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at Jade and Lotus Rooms, 6th Floor, Marco Polo Hongkong Hotel, Harbour City, 3 Canton Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 22 May 2026 at 10:00 a.m.
“Board”	the board of Directors
“Branch Share Registrar”	Tricor Investor Services Limited, branch share registrar of the Company in Hong Kong at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
“Bye-laws”	the bye-laws of the Company
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“close associates”	the same definition as described under the Listing Rules
“Company”	Road King Infrastructure Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange (HK stock code: 1098)
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	23 April 2026, being the latest practicable date prior to the printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“New Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to issue new Shares and/or to sell or transfer Treasury Shares (if any) on the terms set out in the Notice
“Notice”	the notice convening the AGM
“PRC”	the People’s Republic of China
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise the powers of the Company to repurchase Shares (excluding any Treasury Shares) on the terms set out in the Notice
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers
“Treasury Share(s)”	has the same definition as described under the Listing Rules
“Wai Kee”	Wai Kee Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the main board of the Stock Exchange (HK stock code: 610) and is the controlling Shareholder of the Company
“%”	per cent.

LETTER FROM THE BOARD



ROAD KING INFRASTRUCTURE LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1098)

Executive Directors:

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

Non-executive Directors:

Yan Zhongyu
Deng Hongyu

Independent Non-executive Directors:

Wong Wai Ho
Cheung Hon Kit, Edwin
Ho Tai Wai, David
Lam Man Kuen, Phyllis

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal place of business:

Suite 502, 5th Floor
Tower 6, The Gateway
9 Canton Road
Tsimshatsui
Kowloon
Hong Kong

29 April 2026

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

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

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

LETTER FROM THE BOARD

- (b) to repurchase Shares not exceeding 10% of the number of issued Shares (excluding any Treasury Shares) as at the date of passing of such resolution;
- (c) to add to the general mandate for issuing Shares set out in (a) above the number of Shares repurchased by the Company pursuant to the Repurchase Mandate set out in (b) above;
- (d) to re-elect retiring Directors; and
- (e) to change the auditor of the Company.

PROPOSED GENERAL MANDATE TO ISSUE NEW SHARES

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

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

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

PROPOSED GENERAL MANDATE TO REPURCHASE SHARES

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

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

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Bye-law 86(2), the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any such Director appointed by the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting. Accordingly, Ms. Lam Man Kuen, Phyllis (“Ms. Lam”), being an Independent Non-executive Director appointed by the Board with effect from the conclusion of the annual general meeting of the Company held on 21 May 2025, Mr. Yan Zhongyu (“Mr. Yan”) and Ms. Deng Hongyu (“Ms. Deng”), both being Non-executive Directors appointed by the Board with effect from 23 September 2025, will retire, and being eligible, offer themselves for re-election at the AGM.

LETTER FROM THE BOARD

Pursuant to Bye-law 87, at least one-third of the Directors for the time being shall retire from office by rotation at each annual general meeting, such Directors will be eligible for re-election. In this connection, Mr. Zen Wei Peu, Derek (“Mr. Zen”) and Mr. Wong Wai Ho (“Mr. Wong”) will retire from office by rotation at the AGM, and being eligible, will offer themselves for re-election at the AGM.

When considering the re-election of the aforesaid Directors, the Nomination Committee of the Company has evaluated their performance and considered a range of diversity perspectives including but not limited to gender, age, cultural and education background, professional experience, skills, knowledge and length of service as set out in the Board Diversity Policy of the Company as well as the skills matrix of the Board and independence of the relevant Independent Non-executive Directors. The Nomination Committee then made recommendations to the Board in respect of the proposed re-election of the aforesaid Directors at the AGM.

The Nomination Committee has reviewed and assessed the annual written confirmations of independence from Mr. Wong and Ms. Lam based on the independence criteria as set out in Rule 3.13 of the Listing Rules, and considered that they remain independent and free of any relationship with any substantial shareholder, fellow Directors and management of the Company which could interfere with the exercise of their independent judgement. They will continue to bring valuable experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

Pursuant to the code provision B.2.3 of the Corporate Governance Code set out in Appendix C1 to the Listing Rules, if an independent non-executive director has served more than nine years, any further appointment of such independent non-executive director should be subject to a separate resolution to be approved by Shareholders. Mr. Wong has been an Independent Non-executive Director of the Company since 2014. He has extensive experience in trade promotion, fund investment and investment consultancy together with a number of public service positions which enable him to, inter alia, (a) provide valuable insights on the Company’s strategy and development; and (b) contribute to the Board with his skills and experience through active participation in the meetings of the Board, Remuneration Committee, Audit Committee and Nomination Committee. Mr. Wong has not been involved in the daily operations and management of the Group. The Nomination Committee and the Board believe that the long serving of Mr. Wong would not affect his exercise of independent judgment and consider that Mr. Wong has the required skills, qualification, experience, integrity and independence to continue to be an Independent Non-executive Director.

Upon the nomination by the Nomination Committee, the Board has recommended Mr. Zen, Mr. Yan, Ms. Deng, Mr. Wong and Ms. Lam to stand for re-election as Directors at the AGM. The Board believes that the continuous appointments of the retiring Directors contribute to the stability and diversity of the Board.

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

PROPOSED CHANGE OF AUDITOR

Reference is made to the announcement of the Company dated 23 April 2026 relating to the proposed change of auditor (the “Announcement”).

LETTER FROM THE BOARD

As disclosed in the Announcement, Deloitte Touche Tohmatsu (“Deloitte”) will retire as the auditor of the Company upon expiration of its term of office at the conclusion of the AGM. Having taken into account a comprehensive evaluation including the Group’s focus on cost control and the fact that Deloitte has served as the auditor of the Company since 1996, the Board and the Audit Committee of the Company (the “Audit Committee”) have determined that it is appropriate and in the best interests of the Company and the Shareholders as a whole to consider rotation of its auditor after such a long period of service and recommend the appointment of new auditor at the AGM after comparing the audit proposals from other professional accounting firms.

The Board resolved, with the recommendation of the Audit Committee, to recommend the appointment of Crowe (HK) CPA Limited (“Crowe”) as the new auditor of the Company following the retirement of Deloitte, subject to the approval of the Shareholders at the AGM and the completion of Crowe’s client acceptance procedures.

The Audit Committee has considered a number of factors when recommending Crowe as the new auditor, including but not limited to (i) its proposed audit fees; (ii) their industry knowledge and experience in providing audit services to companies listed on the Stock Exchange; (iii) their resources and capabilities; (iv) their independence and objectivity; (v) its proposals of audit services; (vi) their market reputation; and (vii) the relevant guidelines issued by the Accounting and Financial Reporting Council. Based on the above, the Board and the Audit Committee have assessed and considered that Crowe is eligible and suitable to act as the new auditor of the Company. The Board and the Audit Committee are of the view that the proposed change of auditor is in the best interest of the Company and the Shareholders as a whole.

The aggregate estimated fee for interim review and annual audit services for the year ending 31 December 2026 proposed by Crowe is approximately HK\$4.2 million. This estimate is based on the assumption that the Group’s structure and primary business activities remain substantially the same as in the financial year ended 31 December 2025, and that all required accounting schedules, project management reports and supporting documents are provided in a complete and timely manner in accordance with the agreed timetable. For the annual audit, audit planning is scheduled to commence in October 2026, with year-end field work expected to begin in January 2027 and reporting to be completed in March 2027. The audit will be led by engagement partners with relevant industry experience. The scope of audit will cover all business segments of the Group and will be carried out using a structured and risk-based approach, including risk assessment and evaluation of internal control, substantive examination of audit evidence, revenue recognition and contractual analysis, as well as identification and disclosure of key audit matters.

Save for the matters described in Deloitte’s disclaimer of opinion on the consolidated financial statements of the Group for the year ended 31 December 2025 in connection with the Group’s ability to continue as a going concern, the Board and the Audit Committee confirm that there are no matters that need to be brought to the attention of the Shareholders. The Board and the Audit Committee confirm that there is no disagreement between the Company and Deloitte. Deloitte has also confirmed to the Company that there is no disagreement between the Company and Deloitte, and that there are no matters in respect of its retirement as the auditor of the Company that needs to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

Accordingly, an ordinary resolution will be proposed at the AGM in relation to the appointment of Crowe as the new auditor of the Company in place of the retiring auditor, Deloitte, to hold office until the conclusion of the next annual general meeting of the Company, as well as the authorisation of the Board to fix the remuneration of the new auditor.

AGM

Set out in Appendix III to this circular is the Notice. A form of proxy for use by the Shareholders in respect of the AGM is also enclosed. Whether or not you are able to attend the AGM, you are requested to complete the enclosed form of proxy and return it to the Branch Share Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment should you wish to do so.

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

VOTING BY POLL

Pursuant to Rule 13.39 of the Listing Rules and Bye-law 66, any votes of the Shareholders at a general meeting must be taken by poll. The Company will appoint scrutineers to handle vote-taking procedures at the AGM. The results of the poll will be published on the Company's website (www.roadking.com.hk) and the HKEXnews website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) as soon as possible in accordance with Rule 13.39 of the Listing Rules.

RECOMMENDATION

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

GENERAL

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

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

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

SHARE CAPITAL

As at the Latest Practicable Date, there were 749,336,566 Shares in issue and the Company has no Treasury Share. Subject to the passing of the relevant ordinary resolution and on the basis that no further Shares are issued or repurchased prior to the date of the AGM, the Company would be authorised under the Repurchase Mandate to repurchase up to a maximum of 74,933,656 Shares, representing 10% of the total number of issued Shares (excluding any Treasury Shares) as at the Latest Practicable Date.

The Company may cancel such repurchased Shares or hold them as Treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings of the Company for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

REASONS FOR THE REPURCHASE

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

FUNDING OF THE REPURCHASE

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

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the latest published audited accounts of the Company for the year ended 31 December 2025), in the event that the proposed Repurchase Mandate is to be exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

SHARE PRICES

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

	Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2025		
April	0.95	0.76
May	0.85	0.79
June	0.89	0.79
July	0.94	0.82
August	0.96	0.66
September	0.78	0.65
October	0.75	0.67
November	0.75	0.67
December	0.69	0.66
2026		
January	0.75	0.65
February	0.70	0.65
March	0.68	0.63
April (up to the Latest Practicable Date)	0.64	0.63

DISCLOSURE OF INTERESTS

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

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

GENERAL

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

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

EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Directors exercising the powers of the Company to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

The aggregate number of Shares held by Wai Kee and Shenzhen Investment Limited ("Shenzhen Investment", HK stock code: 604) and their respective subsidiaries as at the Latest Practicable Date or immediately after full exercise of the Repurchase Mandate (assuming no change in the number of Shares then held) are as follows:

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

Notes:

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

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

SHARE REPURCHASE MADE BY THE COMPANY

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

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

Mr. Zen Wei Peu, Derek (aged 73)

Mr. Zen has been an Executive Director of the Company since its establishment and was appointed as the Chairman of the Company in January 2021. He is the Chairman of the Nomination Committee, a member of the Remuneration Committee of the Company and a director of various companies of the Group. He is also the Chairman and the Chief Executive Officer of Wai Kee Holdings Limited (HK stock code: 610, the controlling shareholder of the Company) and the Chairman, Chief Executive Officer and Managing Director of Build King Holdings Limited (HK stock code: 240). He is a Director of Emmaus Life Sciences, Inc., whose shares are traded on the OTC Market in the United States of America. He holds a Bachelor of Science degree in Engineering and a Master of Business Administration degree. He is a Chartered Engineer, a member of the Institution of Civil Engineers, the United Kingdom and a fellow of The Institute of Quarrying, the United Kingdom. Mr. Zen has over 50 years of experience in civil engineering industry.

Save as disclosed above, Mr. Zen does not and did not hold any directorship in other listed public companies in the last three years. Save for his directorship in the Group, Mr. Zen does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. Except for holding (a) 24,649,000 Shares (including 1,000,000 Shares held by his spouse, Ms. Luk Chan (“Mrs. Zen”)); (b) a principal amount of US\$800,000 of US\$300 million 7% senior guaranteed perpetual capital securities (including a principal amount of US\$400,000 held by Mrs. Zen); (c) a principal amount of US\$46,450,000 of US\$300 million 7.75% senior guaranteed fixed-spread perpetual capital securities (including a principal amount of US\$1,300,000 held by Mrs. Zen and US\$2,150,000 held by Prepared Club Company Limited, which is wholly-owned by Mr. Zen); (d) a principal amount of US\$4,050,000 of US\$300 million 7.95% senior guaranteed perpetual capital securities; (e) a principal amount of US\$2,495,446 of US\$480 million 6.7% guaranteed senior notes due 2028 (including a principal amount of US\$2,495,446 held by Mrs. Zen); (f) a principal amount of US\$9,094,656 of US\$415.6 million 6% guaranteed senior notes due 2029 (including a principal amount of US\$1,765,953 held by Mrs. Zen); and (g) a principal amount of US\$1,767,242 of US\$300 million 5.9% guaranteed senior notes due 2028 (including a principal amount of US\$883,621 held by Mrs. Zen), as at the Latest Practicable Date, Mr. Zen did not have, or was not deemed to have, any other interests or short positions in the Shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO).

Mr. Zen entered into a service contract commencing from 1 April 2026 to 31 March 2029 with the Company, which is terminable by either party with six months’ written notice. He is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Bye-laws and the Listing Rules. Mr. Zen is entitled to receive under his service contract an annual emoluments of HK\$4,816,800. His emolument will be reviewed and determined by the Remuneration Committee annually with reference to his duties and responsibilities with the Company and the prevailing market situation.

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

Mr. Yan Zhongyu (*aged 51*)

Mr. Yan has been appointed as a Non-executive Director of the Company since September 2025. He is an executive director and vice president of Shenzhen Investment Limited (HK stock code: 604) (“Shenzhen Investment”, a substantial shareholder of the Company), a vice president of Shum Yip Holdings Company Limited and a deputy general manager of 深業集團有限公司 (Shum Yip Group Limited*, the ultimate holding company of Shenzhen Investment). He is currently a director of Shahe Industrial Co., Ltd., a company listed on the Shenzhen Stock Exchange (stock code: 000014.SZ). Mr. Yan was the deputy executive general manager of Shenzhen Great Ocean Shipping Co., Ltd., the head of the strategic development department and the capital market department of Shenzhen Investment Holdings Co., Ltd. Mr. Yan graduated from Wuhan University with a master’s degree in Business Administration. He has extensive experience in project investment and financing, corporate management and capital operation.

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

Mr. Yan entered into a letter of appointment with the Company for a period commencing from 23 September 2025 to the date of the AGM. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws and the Listing Rules. Mr. Yan is entitled to an annual emolument of HK\$370,000 for acting as a Non-executive Director of the Company. His emolument will be reviewed and determined by the Board annually with the authorisation granted by the Shareholders at an annual general meeting of the Company, taking reference to his duties and responsibilities with the Company and the prevailing market situation.

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

* *for identification purpose only*

Ms. Deng Hongyu (*aged 43*)

Ms. Deng has been appointed as a Non-executive Director of the Company since September 2025. She is a general manager of the commercial asset management department of 深業集團有限公司 (Shum Yip Group Limited*, the ultimate holding company of Shenzhen Investment). She previously served as a supervisor of Shahe Industrial Co., Ltd., a company listed on the Shenzhen Stock Exchange (stock code: 000014.SZ), a general manager of the risk management department and a deputy general manager of the finance management department of 深業集團有限公司 (Shum Yip Group Limited*). Prior to joining Shum Yip Group, Ms. Deng worked for an international accounting firm, Shenzhen Branch. Ms. Deng graduated from South China University of Technology with a master's degree in Management. She is a member of the Hong Kong Institute of Certified Public Accountants and a non-practicing member of the Chinese Institute of Certified Public Accountants. She has extensive experience in auditing, accounting, risk management and asset management.

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

Ms. Deng entered into a letter of appointment with the Company for a period commencing from 23 September 2025 to the date of the AGM. She is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws and the Listing Rules. Ms. Deng is entitled to an annual emolument of HK\$370,000 for acting as a Non-executive Director of the Company. Her emolument will be reviewed and determined by the Board annually with the authorisation granted by the Shareholders at an annual general meeting of the Company, taking reference to her duties and responsibilities with the Company and the prevailing market situation.

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

Mr. Wong Wai Ho (*aged 76*)

Mr. Wong has been appointed as an Independent Non-executive Director of the Company since May 2014. He is the Chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee of the Company. He resigned as an Independent Non-executive Director of Hang Chi Holdings Limited (HK stock code: 8405, which was delisted on 4 March 2025) with effect from 15 March 2025. He was a consultant of Jumbo Land Resources Limited. Moreover, Mr. Wong was appointed by Jardine Fleming responsible for the management of the world's first ever direct investment focusing on finding investment opportunities in the Greater China region and was appointed by Kleinwort Benson and Advent International Corporation as a director and a managing director respectively. Prior to that, he worked for the Hong Kong Trade Development Council responsible for the promotion of Hong Kong's external trade for 13 years. Mr. Wong has been involved in the public services; he is currently a director of the Ling College, The Chinese University of Hong Kong (Shenzhen); he was a member of the Board of Trustees of Chung Chi College, The Chinese University of Hong Kong and a member of The Chinese History and Culture Educational Foundation for Youth. In the Expo 2010 Shanghai, Mr. Wong was appointed as the deputy pavilion director of the World Trade Centers Association Pavilion. Mr. Wong holds a Bachelor degree in Business Administration (major in accounting) from The Chinese University of Hong Kong and a Master in Law degree from the People's University of China (also known as Renmin University of China). He has extensive experience in trade promotion, fund investment and investment consultancy.

Save as disclosed above, Mr. Wong (i) does not and did not hold any directorship in other listed public companies in the last three years; (ii) does not hold any positions within the Group; and (iii) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. Except for holding a principal amount of US\$200,000 of US\$300 million 7% senior guaranteed perpetual capital securities, as at the Latest Practicable Date, Mr. Wong did not have, or was not deemed to have, any interests or short positions in the Shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO).

Mr. Wong entered into a letter of appointment with the Company for a period commencing from 21 May 2024 to 20 May 2027 or the date of the annual general meeting of the Company to be held in 2027 or the date on which he is required to retire by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws and the Listing Rules, whichever is earlier. Mr. Wong is entitled to an annual emolument of HK\$626,000 for acting as an Independent Non-executive Director, the Chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee of the Company. His emolument will be reviewed and determined by the Board annually with the authorisation granted by the Shareholders at an annual general meeting of the Company, taking reference to his duties and responsibilities with the Company and the prevailing market situation.

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

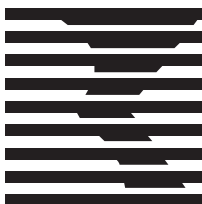
Ms. Lam Man Kuen, Phyllis (aged 61)

Ms. Lam has been appointed as an Independent Non-executive Director and a member of the Nomination Committee of the Company since May 2025. Ms. Lam is currently an Independent Non-executive Director of CircuTech International Holdings Limited (HK stock code: 8051). She has served as a consultant at Hau, Lau, Li & Yeung, Solicitors since 2002. She is a qualified solicitor in Hong Kong and has over 30 years of experience in legal practice focusing on corporate and commercial matters and civil litigation. Between 2010 and 2019, Ms. Lam also acted as executive director in different non-Hong Kong companies including a coal-mining company listed at Australian Securities Exchange. She has contributed to public services in Hong Kong during her years of legal practice and served as Board-appointed Member of Disciplinary Committee of Estate Agents Authority and legal advisor of various organizations including Building Management Resource Centre of Home Affairs Department and China Trade & Investment Resource Centre of Hong Kong Trade Development Council. Ms. Lam holds a Bachelor of Laws from The University of Hong Kong and a Higher Diploma in PRC Law from The China University of Political Science and Law.

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

Ms. Lam entered into a letter of appointment with the Company for a period commencing from 21 May 2025 to the date of the AGM. She is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws and the Listing Rules. Ms. Lam is entitled to an annual emolument of HK\$415,000 for acting as an Independent Non-executive Director and a member of the Nomination Committee of the Company. Her emolument will be reviewed and determined by the Board annually with the authorisation granted by the Shareholders at an annual general meeting of the Company, taking reference to her duties and responsibilities with the Company and the prevailing market situation.

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



ROAD KING INFRASTRUCTURE LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1098)

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “Meeting”) of Road King Infrastructure Limited (the “Company”) will be held at Jade and Lotus Rooms, 6th Floor, Marco Polo Hongkong Hotel, Harbour City, 3 Canton Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 22 May 2026 at 10:00 a.m. to transact the following businesses:

AS ORDINARY BUSINESS

1. To receive and consider the audited financial statements and the reports of the Directors and the Independent Auditor for the year ended 31 December 2025.
2. To re-elect, each as a separate resolution, the following persons as directors of the Company (the “Directors”):
 - (a) Mr. Zen Wei Peu, Derek;
 - (b) Mr. Yan Zhongyu;
 - (c) Ms. Deng Hongyu;
 - (d) Mr. Wong Wai Ho; and
 - (e) Ms. Lam Man Kuen, Phyllis,and to authorise the Board of Directors to fix their remuneration.
3. To appoint Crowe (HK) CPA Limited as the new auditor of the Company in place of the retiring auditor, Deloitte Touche Tohmatsu, to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board of Directors to fix their remuneration.

AS SPECIAL BUSINESS

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

(A) “**THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (including any sale or transfer of treasury shares (has the meaning ascribed to it under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and as amended from time to time, “Treasury Shares”) out of treasury) and to make or grant offers, agreements and options, including bonds, warrants and debentures convertible into shares of the Company, which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options, including bonds, warrants and debentures convertible into shares of the Company, which might require the exercise of such powers after the end of the Relevant Period;
- (c) the number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to or in consequence of (i) a Rights Issue (as hereinafter defined); or (ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to Directors and/or employees of the Company and/or any of its subsidiaries of options or rights to subscribe for shares in the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part of a dividend pursuant to the Bye-laws of the Company from time to time, shall not exceed 20% of the number of issued shares of the Company (excluding any Treasury Shares) as at the date of passing of this Resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this Resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held; or
- (iii) the revocation or variation of the Resolution by an ordinary resolution in general meeting of the Company.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside the Hong Kong Special Administrative Region of the People’s Republic of China).

Any reference to an allotment, issue, grant, offer or dealing of shares of the Company shall include the sale or transfer of Treasury Shares out of the treasury of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, warrants, options or similar rights to subscribe for shares in the Company) to the extent permitted by, and subject to the provisions of, the Listing Rules and applicable laws and regulations from time to time in force.”

(B) **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in Ordinary Resolution No. 4(A) set out in the notice of the Meeting) of all the powers of the Company to repurchase its own shares, subject to and in accordance with all applicable laws and the requirements of the Listing Rules, as amended from time to time, be and is hereby generally and unconditionally approved; and
- (b) the number of the shares to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the number of issued shares of the Company (excluding any Treasury Shares) as at the date of passing of this Resolution and the said approval shall be limited accordingly.”

- (C) “**THAT** conditional upon Ordinary Resolution Nos. 4(A) and 4(B) set out in the notice convening the Meeting being passed, the general mandate granted to the Directors to allot, issue and deal with additional shares pursuant to Ordinary Resolution No. 4(A) above be and is hereby extended by the addition thereto of an amount representing the number of the shares of the Company repurchased by the Company under the authority granted pursuant to Ordinary Resolution No. 4(B) above provided that such amount shall not exceed 10% of the number of issued shares of the Company (excluding any Treasury Shares) as at the date of passing of this Resolution.”

By Order of the Board
Ng Fun Hung, Thomas
Company Secretary

Hong Kong, 29 April 2026

Notes:

1. The register of members of the Company will be closed from Tuesday, 19 May 2026 to Friday, 22 May 2026, both dates inclusive, during which period no transfer of shares of the Company will be registered for the purpose of determining the eligibility of the shareholders of the Company to attend and vote at the Meeting. All transfers of shares of the Company accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited (the “Branch Share Registrar”), at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:00 p.m. on Monday, 18 May 2026 for registration.
2. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A proxy need not be a member of the Company. A member of the Company who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her and vote on his/her behalf at the Meeting or at a class meeting.
3. The form of proxy must be signed by a member of the Company or the attorney duly authorised in writing or, in the case of a corporation, must be either under its seal and under the hand of an officer or attorney or other person duly authorised to sign the same. In case of joint holders, the signature of any one of them is sufficient.
4. To be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power of attorney or authority, must be delivered to the office of the Branch Share Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
5. Delivery of the form of proxy will not preclude a member of the Company from attending and voting in person at the Meeting or at any adjournment thereof. In such event, the form of proxy shall be deemed to be revoked.
6. In the case of joint holders of any share, if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of joint holding.
7. In relation to Resolution No. 2 in the notice regarding the re-election of the Directors, Mr. Zen Wei Peu, Derek, Mr. Yan Zhongyu, Ms. Deng Hongyu, Mr. Wong Wai Ho and Ms. Lam Man Kuen, Phyllis will retire and, being eligible, offer themselves for re-election at the Meeting pursuant to the Company’s Bye-laws.
8. A circular containing further details regarding Resolution Nos. 2 and 4 above has been published on the Company’s website (www.roadking.com.hk) and the HKEXnews website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk).
9. **No souvenirs, drinks or refreshment will be served at the Meeting.**