
IMPORTANT NOTICE

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, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Q Technology (Group) Company Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the 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 transferee.

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Q Tech

Q TECHNOLOGY (GROUP) COMPANY LIMITED

丘鈦科技(集團)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1478)

PROPOSALS FOR

- (1) GRANT OF GENERAL MANDATES TO ISSUE AND BUY BACK SHARES;
- (2) RE-ELECTION OF DIRECTORS;
- (3) AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ADOPTION OF THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION;
- AND
- (4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company (the “AGM”) to be held at Room 901, 9/F, Block 4C, Software Industrial Base, Xuefu Road, Nanshan District, Shenzhen, the PRC on Friday, 24 May 2024 at 10:30 a.m. is set out on pages 26 to 31 of this circular. A form of proxy for use in connection with the AGM is enclosed with this circular. If you are not able to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or its adjournment (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or its adjournment should you so wish. If you attend the AGM in person, the authority of your form of proxy will be revoked.

29 April 2024

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This circular is prepared in both English and Chinese. In the event of any inconsistency, the English text of this circular shall prevail.

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 at Room 901, 9/F, Block 4C, Software Industrial Base, Xuefu Road, Nanshan District, Shenzhen, the PRC on Friday, 24 May 2024 at 10:30 a.m., or any adjournment thereof
“Amended and Restated Articles of Association”	the second amended and restated articles of association of the Company incorporating all the Proposed Amendments
“Articles of Association”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“Board”	the board of Directors
“Buy-back Mandate”	the general mandate proposed to be granted at the AGM to the Directors to exercise the power of the Company to buy back Shares not exceeding 10% of the total number of issued Shares (excluding treasury shares) as at the date of passing the relevant resolution for granting such mandate
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Company”	Q Technology (Group) Company Limited, a company incorporated in the Cayman Islands with limited liability, whose issued Shares are listed and traded on the Main Board of the Stock Exchange (Stock Code: 1478)
“controlling shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the general mandate proposed to be granted at the AGM to the Directors to allot, issue and deal with additional Shares and to resell treasury shares of the Company (if permitted under the Listing Rules) not exceeding 20% of the total number of issued Shares (excluding treasury shares) as at the date of passing the relevant resolution for granting such mandate
“Latest Practicable Date”	21 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Member(s)” or “Shareholder(s)”	holder(s) of the Share(s)
“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 as set out in Appendix III to this circular
“SFO”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) with nominal value of HK\$0.01 each in the capital of the Company
“Share Option Scheme”	the share option scheme adopted by the Company on 13 November 2014

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong as amended, supplemented or otherwise modified from time to time
“%”	percent

LETTER FROM THE BOARD



Q Tech

Q TECHNOLOGY (GROUP) COMPANY LIMITED

丘鈦科技(集團)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1478)

Executive Directors:

Mr. He Ningning (*Chairman*)
Mr. Hu Sanmu (*Chief Executive Officer*)
Mr. Fan Fuqiang

Independent non-executive Directors:

Mr. Chu Chia-Hsiang
Mr. Ko Ping Keung
Ms. Hui Hiu Ching

Registered office:

Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Headquarters and principal place of
business in the PRC:*

No. 3 Taihong Road
Hi-tech Industry Park
Kunshan
Jiangsu Province
PRC

Principal Place of Business in

Hong Kong:
Room 828, 8/F
Topsail Plaza, 11 On Sum Street,
Shatin, New Territories,
Hong Kong

29 April 2024

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR

- (1) GRANT OF GENERAL MANDATES TO ISSUE AND BUY BACK SHARES;**
- (2) RE-ELECTION OF DIRECTORS;**
- (3) AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ADOPTION OF THE
AMENDED AND RESTATED ARTICLES OF ASSOCIATION;**
- AND**
- (4) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The Company will propose at the AGM resolutions for, among other matters, (i) the grant of the Issue Mandate and the Buy-back Mandate; (ii) the extension of the Issue Mandate to include the Shares bought back under the Buy-back Mandate; (iii) the proposed re-election of Directors; and (iv) the Proposed Amendments to the Articles of Association and the adoption of the Amended and Restated Articles of Association.

LETTER FROM THE BOARD

The purpose of this circular is to give you notice of the AGM and to provide you with the information regarding the above resolutions to be proposed at the AGM to enable you to make an informed decision on whether to vote for or against those resolutions.

ISSUE MANDATE

Given that the general mandate granted to the Directors to issue Shares pursuant to the ordinary resolution passed by the Shareholders at the annual general meeting held on 19 May 2023 will lapse at the conclusion of the AGM, an ordinary resolution will be proposed at the AGM to grant the Issue Mandate to the Directors. Based on the 1,184,538,475 Shares in issue as at the Latest Practicable Date and assuming that none of the outstanding share options is exercised pursuant to the Share Option Scheme, no further Shares will be issued or no Shares will be bought back and cancelled and the Company does not have any treasury shares after the Latest Practicable Date and up to the date of the AGM, the Directors will be authorized to allot, issue and deal with new Shares or resell treasury shares of the Company (if permitted under the Listing Rules) involving a maximum of a total of 236,907,695 Shares, being 20% of the total number of issued Shares (excluding treasury shares) as at the date of the resolution in relation thereto. The Issue Mandate, if granted, will end at the earliest of (i) the conclusion of the next annual general meeting; (ii) the expiration of the period within which the next annual general meeting is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company.

BUY-BACK MANDATE

Given that the general mandate granted to the Directors to buy back Shares pursuant to the ordinary resolution passed by the Shareholders at the annual general meeting held on 19 May 2023 will lapse at the conclusion of the AGM, an ordinary resolution will be proposed at the AGM to grant the Buy-back Mandate to the Directors. Based on the 1,184,538,475 Shares in issue as at the Latest Practicable Date and assuming that none of the outstanding share options is exercised pursuant to the Share Option Scheme, no further Shares will be issued or no Shares will be bought back and cancelled and the Company does not have any treasury shares after the Latest Practicable Date and up to the date of the AGM, the Company will be allowed to buy back up to a total of 118,453,847 Shares, being 10% of the total number of issued Shares (excluding treasury shares) as at the date of the resolution in relation thereto. The Buy-back Mandate, if granted, will end at the earliest of (i) the conclusion of the next annual general meeting; (ii) the expiration of the period within which the next annual general meeting is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company.

LETTER FROM THE BOARD

An explanatory statement in connection with the Buy-back Mandate is set out in Appendix II to this circular. The explanatory statement contains all the requisite information required under the Listing Rules to be given to the Shareholders by the Company to enable them to make an informed decision on whether to vote for or against the resolution approving the Buy-back Mandate.

EXTENSION OF ISSUE MANDATE TO ISSUE SHARES

Subject to the passing of ordinary resolutions to approve the Issue Mandate and the Buy-back Mandate, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate by including the number of Shares bought back under the Buy-back Mandate.

PROPOSED RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the executive Directors of the Company are Mr. He Ningning (“**Mr. He**”), Mr. Hu Sanmu (“**Mr. Hu**”) and Mr. Fan Fuqiang (“**Mr. Fan**”), and the independent non-executive Directors (the “**INEDs**”) are Mr. Chu Chia-Hsiang (“**Mr. Chu**”), Mr. Ko Ping Keung (“**Mr. Ko**”) and Ms. Hui Hiu Ching (“**Ms. Hui**”).

Article 83(3) of the Articles of Association provides that any Director appointed by the Board to fill a causal vacancy shall hold office until the first general meeting of the Company after his appointment and shall then be eligible for re-election and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Accordingly, Ms. Hui (appointed as an INED on 25 March 2024) will hold office until the AGM and, being eligible, will offer herself for re-election at the AGM.

Article 84(1) of the Articles of Association provides that at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), then the number nearest to but not less than one-third), shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at an annual general meeting at least once every three years. According to Article 84(2) of the Articles of Association, the Directors to retire by rotation shall be those who have been longest in office since their last election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless otherwise agree among themselves) be determined by lot. Any Director appointed by the Board pursuant to Article 83(3) of the Articles of Association shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation. Accordingly, Mr. Fan and Mr. Hu shall retire by rotation at the AGM in accordance with the Articles of Association. Mr. Fan and Mr. Hu will retire and being eligible, will offer themselves for re-election at the AGM.

LETTER FROM THE BOARD

The biographical details of each of the retiring Directors to be re-elected at the AGM are set out in Appendix I to this circular in accordance with the relevant disclosure requirements under the Listing Rules.

The Board identified Ms. Hui as a candidate for appointment as an INED through business network. The nomination committee of the Company (the “**Nomination Committee**”) has assessed and reviewed Ms. Hui’s written confirmation of independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules and confirmed that Ms. Hui is independent. The Nomination Committee has also reviewed the respective gender, age, skills, knowledge, experience and length of service of the recommended retiring Directors, namely Mr. Fan, Mr. Hu and Ms. Hui having regard to the nomination policy and board diversity policy of the Company. Mr. Fan is a Chinese resident possessing more than 15 years of bank management experiences in bank credit, risks management and international settlement, and has served as chief financial officer (before his resignation on 15 December 2020) and head of compliance management of the Group since 2016, and can contribute his expertise and experience to the financial and risk management of the Group; Mr. Hu, who is a Chinese resident possessing more than 20 years of experience in electrical and electronic industries and rich experience in sales management, can contribute his expertise and experience to the business operation and sales management of the Group; Ms. Hui, who is a member of the Hong Kong Institute of Certified Public Accountants, served as certified public accountant of large accounting firms, and has abundant and professional experience in financial and tax management of large-scale enterprise, can contribute her expertise and experience to the management of finance and taxation of the Group. The Nomination Committee considered that Mr. Fan, Mr. Hu and Ms. Hui have professional background and skills in different fields that enable them to bring valuable experiences, skills and perspectives to the Company, and Ms. Hui, as an INED and the chairlady of audit committee of the Company, has also demonstrated her abilities to provide independent views to the Company’s matters. Thus, the Nomination Committee recommends Mr. Fan, Mr. Hu and Ms. Hui for re-election to the Board.

Upon the nomination of the Nomination Committee, the Board has recommended that the retiring Directors, namely Mr. Fan, Mr. Hu and Ms. Hui stand for re-election as Directors at the AGM. As good corporate governance practice, each of the retiring Directors abstained from voting on the respective propositions of their recommendations for re-election by the Shareholders at the relevant Board meeting.

LETTER FROM THE BOARD

PROPOSED AMENDMENTS TO THE ARTICLE OF ASSOCIATION AND ADOPTION OF THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 25 March 2024 in relation to the Proposed Amendments. The Proposed Amendments are in order to (i) reflect and align with the new requirements in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers under the amendments on the Listing Rules with effect from 31 December 2023; (ii) reflect other relevant requirements of the Listing Rules and company law of the Cayman Islands; and (iii) make other consequential, tidy-up and housekeeping amendments. The details of the Proposed Amendments are set out in Appendix III to this circular.

Notwithstanding the Proposed Amendments, the contents of the other articles of the Articles of Association shall remain unchanged. The Company has been advised by its legal advisers as to Hong Kong and Cayman Islands laws that the Proposed Amendments are not inconsistent with the requirements of the Listing Rules and do not violate 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.

A special resolution will be proposed at the AGM for the Shareholders to, among others, consider and, if thought fit, approve the Proposed Amendments and the adoption of the Amended and Restated Articles of Association to the substitution for, and the exclusion of, the existing Articles of Association. The Amended and Restated Articles of Association will take effect on the date on which the Proposed Amendments and the adoption of the Amended and Restated Articles of Association are approved at the AGM.

AGM

The Company will convene the AGM at Room 901, 9/F, Block 4C, Software Industrial Base, Xuefu Road, Nanshan District, Shenzhen, the PRC on Friday, 24 May 2024 at 10:30 a.m., at which resolutions will be proposed for the purpose of considering and, if thought fit, approving, among others: (i) the grant of the Issue Mandate and the Buy-back Mandate, (ii) the extension of the general mandate to include Shares bought back under the Buy-back Mandate; (iii) the proposed re-election of Directors; and (iv) the Proposed Amendments to the Articles of Association and the adoption of the Amended and Restated Articles of Association. The notice convening the AGM is set out on pages 26 to 31 of this circular.

LETTER FROM THE BOARD

A form of proxy for use in connection with the AGM is enclosed with this circular and can be downloaded from the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.qtechsmartvision.com). If you are not able to attend the AGM, you are requested to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited located at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding the AGM or its adjournment (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or its adjournment (as the case may be) should you so wish. If you attend the AGM in person, the authority of your proxy will be revoked.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions as set out in the notice convening the AGM will be voted by poll and, after being verified by the scrutineer, the results of the poll will be published in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that (i) the grant of the Issue Mandate and the Buy-back Mandate; (ii) the extension of the general mandate to include Shares bought back under the Buy-back Mandate; (iii) the re-election of Directors; and (iv) the Proposed Amendments to the Articles of Association and adoption of the Amended and Restated Articles of Association, as set out in the notice of AGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the AGM as set out in the notice of AGM on pages 26 to 31 of this circular.

Yours faithfully,

By order of the Board

Q Technology (Group) Company Limited

He Ningning

Chairman

The following are the biographical details of the retiring Directors who are proposed to be re-elected at the AGM as required by the Articles of Association and the Listing Rules:

Mr. Fan Fuqiang (范富强)

Mr. Fan, aged 46, has been an executive Director of the Company since 15 December 2020. Mr. Fan has been a member of the risk management committee of the Company since 13 November 2014. Mr. Fan is primarily responsible for financial management, securities affairs and risk control functions. Prior to joining the Group, Mr. Fan held various positions in Heyuan branch of the Bank of China, a state-owned bank principally engaged in providing a range of corporate banking, personal banking, investment banking and other services, from July 1996 to June 2011 and last served as the general manager of Heyuan High-tech Zone sub-branch of Bank of China and vice general manager of the corporate department of Heyuan branch of Bank of China, where he was primarily responsible for the grant of the credit facilities, risks management and international settlement. From May 2013 to April 2014 and July 2011 to April 2014, respectively, Mr. Fan served as the assistant to the chief financial officer of Shenzhen CK Telecom Limited (深圳市西可德信通信技術設備有限公司) (“**Shenzhen CK**”) and CK Telecom Limited (西可通信技術設備(河源)有限公司), and was primarily responsible for legal compliance matters and risk control. Mr. Fan received a professional certificate from Guangdong International Finance College (廣東國際金融學校) located in the PRC, in July 1996, majoring in international finance. He received a university diploma from the Central Party School of Guangdong Provincial Committee (中共廣東省委黨校) located in the PRC, in January 2008, majoring in public management, and received a graduation certificate from South China University of Technology (華南理工大學) in July 2019 with a bachelor’s degree in management. Mr. Fan was one of the joint company secretaries of the Company before his resignation on 21 November 2017. Mr. Fan was also the chief financial officer of the Company since 8 July 2016 before his resignation on 15 December 2020.

Mr. Fan is also a director of Kunshan QTech Ever Capital Limited (昆山丘鈇致遠投資有限公司) (“**QTech Ever Capital**”) and Kunshan Q Technology International Limited, the secretary of board and chief financial officer of Kunshan QTech Microelectronics Co., Ltd. (昆山丘鈇微電子科技股份有限公司), and the director and general manager of Shenzhen Q Technology Limited (深圳市丘鈇微電子科技有限公司) and Huizhou DEPAM Precision Automation Co., Ltd (惠州市德龐精密自動化有限公司), each of which is a subsidiary of the Company.

Save as disclosed herein, Mr. Fan did not hold any other directorships in any listed public company in the past three years nor did he hold any other position within the Group.

On 1 June 2023, Mr. Fan renewed his director's service contract with the Company for a term of 36 months commencing from 1 June 2023 which may be terminated by not less than 3 months' notice served by either party on the other. Mr. Fan is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. He is not entitled to receive any director's fee under his director's service contract with the Company. His total emolument received from the Group for the year ended 31 December 2023 amounted to approximately RMB880,000, comprising salaries, allowances, other benefits and retirement scheme contributions. His emolument was determined by the Board with reference to his experience, duties and responsibilities within the Company and shall be adjusted upon recommendation from the remuneration committee of the Company (the "**Remuneration Committee**") to the Board.

As at the Latest Practicable Date, Mr. Fan beneficially owned 2,635,000 shares of the Company, accounting for approximately 0.22% of the total issued Shares of the Company.

As at the Latest Practicable Date, Mr. Fan held approximately 0.99% of the shares of Heyuan Youhua Micro Electronic Technology Company Limited (河源友華微機電科技有限公司) ("**Heyuan Youhua**"), a private company which was owned as to (i) approximately 0.25% by Mr. Hu Sanmu, an executive Directors of the Company; (ii) approximately 66.11% by Westalgo (Great China) Inc. ("**Westalgo Great China**"), a wholly-owned subsidiary of Q Technology Investment Inc. ("**QT Investment**"), the controlling shareholder of the Company, which in turn is wholly-owned by Mr. He Ningning; and (iii) approximately 18.01% by Shenzhen Handi Venture Capital Co. Ltd. (深圳市漢迪創業投資有限公司) ("**Shenzhen Handi**"), the wholly-owned subsidiary of Shenzhen CK, which in turn is 90% owned by Mr. He Ningning. Mr. Fan is also a director of Hangzhou Raying Technology Limited, a private company which was owned as to approximately 18.52% by Shenzhen Handi, which was indirectly owned as to 90% by Mr. He Ningning. Mr. Fan does not participate in the daily operation and management of the aforementioned companies. Save as disclosed above, Mr. Fan does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company.

Save as disclosed above, there are no other matters concerning Mr. Fan that are required to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to the requirements under Rule 13.51(2) of the Listing Rules.

Mr. Hu Sanmu (胡三木)

Mr. Hu, aged 48, has been appointed as an executive Director of the Company since 8 July 2016, and has been the chief executive officer of the Company since 15 December 2020. He is primarily responsible for the daily operation management of the Company, especially in the operation management of biological recognition module business of the Group. Prior to joining the Group, Mr. Hu held various positions in VTech (Shenzhen) Electronic Limited (偉易達電子產品(深圳)有限公司), a company principally engaged in manufacturing of telecommunication products, from July 1998 to November 2002, where he last served as a mechanical structure engineer and was primarily responsible for the mechanical design. From November 2002 to August 2004, Mr. Hu held various positions in Tianjin Amphenol Kae Co., Ltd. (天津安費諾凱翼電子有限公司), a manufacturer of connector products, where he last served as a sales engineer and was primarily responsible for maintaining the relationship with existing customers and the expansion of sales network. From July 2005 to November 2009, Mr. Hu held various positions in Van Telecom Limited (唯安科技有限公司), a company principally engaged in manufacturing and sales of precision connectors, where he last served as the sales director and was primarily responsible for sales management and product planning. Mr. Hu received his bachelor's degree in engineering, majoring in mechanical design and manufacture from the Xi'an University of Science and Technology (西安科技大學), previously known as Xi'an Mining Institute (西安礦業學院), in July 1998.

Mr. Hu is also a director of QTech Ever Capital and Kunshan QTech Biological Recognition Technology Limited (昆山丘鈦生物識別科技有限公司), which are subsidiaries of the Company.

Save as disclosed herein, Mr. Hu did not hold any other directorships in any listed public company in the past three years nor did he hold any other position within the Group.

On 1 June 2023, Mr. Hu renewed his director's service contract with the Company for a term of 36 months commencing from 1 June 2023 which may be terminated by not less than 3 months' notice served by either party on the other. Mr. Hu is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. He is entitled to receive a director's fee of RMB60,000 per annum under his director's service contract with the Company. His total emolument received from the Group for the year ended 31 December 2023 amounted to approximately RMB1,028,000, comprising director's fee, salaries, allowances, other benefits and retirement scheme contributions. His emolument was determined by the Board with reference to his experience, duties and responsibilities within the Company and shall be adjusted upon recommendation from the Remuneration Committee to the Board.

As at the Latest Practicable Date, Mr. Hu beneficially owned 2,995,000 shares of the Company, accounting for approximately 0.25% of the total issued Shares of the Company.

As at the Latest Practicable Date, Mr. Hu held approximately 0.25% of the shares of Heyuan Youhua, a private company which was owned as to: (i) approximately 0.99% by Mr. Fan Fuqiang, an executive Directors of the Company; (ii) approximately 66.11% by Westalgo Great China, a wholly-owned subsidiary of QT Investment, the controlling shareholder of the Company, which in turn is wholly-owned by Mr. He Ningning; and (iii) approximately 18.01% by Shenzhen Handi, the wholly-owned subsidiary of Shenzhen CK, which in turn is 90% owned by Mr. He Ningning. Mr. Hu does not participate in the daily operation and management of Heyuan Youhua. Save as disclosed above, Mr. Hu does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company.

Save as disclosed above, there are no other matters concerning Mr. Hu that are required to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to the requirements under Rule 13.51(2) of the Listing Rules.

Ms. Hui Hiu Ching (許曉澄)

Ms. Hui, aged 36, was appointed as an INED, the chairman of the audit committee of the Company and a member of each of the Remuneration Committee and the risk management committee of the Company on 25 March 2024. Ms. Hui has been admitted as a member of the Hong Kong Institute of Certified Public Accountants of Hong Kong since 2015. Ms. Hui has extensive experience in the areas of accounting, auditing, finance and taxation. Ms. Hui is a Certified Public Accountant in Hong Kong, a Chartered Accountant in England and Wales, and serves as a school manager of a Hong Kong school sponsoring body. Prior to becoming an audit partner in Hui Sik Wing & Co., Ms. Hui worked as an audit manager at PricewaterhouseCoopers, where she was involved in a number of audit and assurance projects advising large corporates including listed companies and multinational companies. Ms. Hui holds a bachelor's degree in accounting from the University of Southern California.

Save as disclosed herein, Ms. Hui did not hold any other directorships in any listed public company in the past three years nor did she hold any other position within the Group.

Ms. Hui has been appointed as an INED for a term of three years commenced from 25 March 2024, and is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. On 25 March 2024, Ms. Hui entered into a letter of appointment with the Company for a term of 36 months commencing from 25 March 2024 which may be terminated by not less than 3 months' notice served by either party on the other. Her emoluments comprise a director's fee of HK\$100,200 per annum. The emoluments for Ms. Hui were determined by the Board by reference to her experience, responsibilities and duties within the Company and shall be adjusted by the recommendation of the Remuneration Committee to the Board.

Ms. Hui does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company.

As at the Latest Practicable Date, Ms. Hui did not have any interest or short position in the Shares, underlying Shares or debentures of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Ms. Hui that are required to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to the requirements under Rule 13.51(2) of the Listing Rules.

This appendix serves as an explanatory statement, as required by Rule 10.06(1)(b) of the Listing Rules, to provide the requisite information to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to be proposed at the AGM for approving the Buy-back Mandate. The Company confirms that neither the explanatory statement as set out in this appendix nor the proposed share buy-backs pursuant to the Buy-back Mandate has any unusual features.

The Listing Rules permit companies whose primary listing is on the Stock Exchange to buy back their fully-paid shares on the Stock Exchange subject to certain restrictions, the most important of which are summarized below:

1. SHAREHOLDERS' APPROVAL

All proposed share buy-backs on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by the shareholders by an ordinary resolution, either by way of a general mandate or by a specific mandate for a specific transaction.

2. BUY-BACK OF SECURITIES FROM CORE CONNECTED PERSONS

Under the Listing Rules, the Company is prohibited from knowingly purchasing Shares on the Stock Exchange from a core connected person.

As at the Latest Practicable Date, no core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company, or has undertaken not to do so in the event that the Buy-back Mandate is approved by the Shareholders.

3. SHARE CAPITAL

As at the Latest Practicable Date, the total number of issued Shares is 1,184,538,475 Shares, and there were no outstanding share options granted under the Share Option Scheme entitling the holders thereof to subscribe for.

Subject to the passing of the proposed ordinary resolution for the grant of the Buy-back Mandate and assuming that none of the outstanding share options of the Company is exercised pursuant to the Share Option Scheme, no further Shares are issued and no Shares are bought back and cancelled and the Company does not have any treasury shares after the Latest Practicable Date and up to the date of AGM, the Directors will be authorized to buy back up to a maximum of 118,453,847 Shares, representing 10% of the total number of issued Shares (excluding treasury shares) as at the date of passing the relevant resolution. The Buy-back Mandate will expire on 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 to be held by the Articles of Association or any applicable laws of the Cayman Islands; or (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company.

4. REASONS FOR BUY-BACK

The Directors have no present intention to buy back any Shares but consider that the Buy-back Mandate is in the best interests of the Company and the Shareholders as a whole. When exercising the Buy-back Mandate, the Directors may, subject to market conditions and the Company's capital management needs at the relevant time of the buy-backs, resolve to cancel the shares bought back following settlement of any such buy-back or hold them as treasury shares. Shares bought back for cancellation may, depending on market conditions and funding arrangements at that time, leads to an enhancement of the net asset value per Share and/or the earnings per Share. On the other hand, Shares bought back and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the Articles of Association, and the laws of the Cayman Islands. Share buy-backs will only be made when the Directors believe that a buy-back will benefit the Company and its Shareholders as a whole.

5. FUNDING OF BUY-BACKS

Pursuant to the Buy-back Mandate, buy-backs will be funded entirely from the Company's funds legally available for such purpose in accordance with the applicable laws of the Cayman Islands, the memorandum of association of the Company and the Articles of Association.

6. IMPACT ON WORKING CAPITAL OR GEARING POSITION

An exercise of the Buy-back Mandate in full might have a material adverse impact on the working capital or gearing position of the Company when compared with that as at 31 December 2023, being the date of its latest published audited consolidated financial statements. The Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital required by the Company or gearing position of the Company, which in the opinion of the Directors is from time to time appropriate for the Company.

7. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Main Board of the Stock Exchange, during each of the twelve months immediately prior to the Latest Practicable Date were as follows:

Year	Month	Highest Price	Lowest Price	
		HK\$	HK\$	
2023	March	5.07	3.92	
	April	4.45	3.66	
	May	3.95	2.98	
	June	3.44	2.90	
	July	3.47	3.00	
	August	3.78	2.83	
	September	3.48	2.75	
	October	4.15	2.94	
	November	4.97	3.84	
	December	4.75	4.00	
	2024	January	4.53	2.70
		February	3.31	2.48
March		3.49	2.84	
April*		3.64	2.99	

* *Up to the Latest Practicable Date*

8. DIRECTORS AND THEIR CLOSE ASSOCIATES

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, have any present intention to sell any of the shares of the Company to the Company or its subsidiaries if the Buy-back Mandate is approved at the AGM.

9. UNDERTAKING OF THE DIRECTORS

The Directors will, so far as the same may be applicable, exercise the powers of the Company to buy back Shares pursuant to the Buy-back Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the Articles of Association.

10. EFFECT OF TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as the result of the Company exercising its powers to buy back Shares pursuant to the Buy-back Mandate, such an increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (as defined in the Takeovers Code), could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with requirements under Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge of the Directors, Mr. He Ningning was the controlling shareholder of the Company, holding 753,671,000 shares of the Company or approximately 63.63% of the total number of issued Shares, by himself and through QT Investment. In the event that the Directors will exercise the powers in full to buy back Shares pursuant to the Buy-back Mandate and assuming the Company does not have any treasury shares, the interests of Mr. He Ningning and QT Investment would increase to approximately 70.70% of the total number of issued Shares, and such increase will not give rise to any obligation to make a mandatory offer under Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which may arise under the Takeovers Code as a consequence of any buy-back of Shares under the Buy-back Mandate.

Assuming that none of the outstanding share options is exercised pursuant to the Share Option Scheme and there is no issue of Shares in the Company and assuming the Company does not have any treasury shares between the Latest Practicable Date and the date of the buy-back of Shares, an exercise of the Buy-back Mandate in full or in part will not result in the number of Shares in the public hands falling below the prescribed minimum percentage of 25% as required by the Stock Exchange. The Directors confirm that the Buy-back Mandate will not be exercised to the extent as may result in the number of Shares held by the public being reduced to less than 25% of the total number of issued Shares (excluding treasury shares) of the Company.

11. SHARE BUY-BACKS MADE BY THE COMPANY

No buy-back of Shares have been made by the Company (whether on the Stock Exchange or otherwise) during the six months prior to the Latest Practicable Date.

Details of the Proposed Amendments are set out as follows:

Article Number	Existing Articles	Amended Articles
Article 2	<p>2. (2) In these Articles, unless there be something within the subject or context inconsistent with such construction:</p> <p>(h) references to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not;</p> <p>(i) Section 8 of the Electronic Transactions Act (2003) of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles.</p>	<p>2. (2) In these Articles, unless there be something within the subject or context inconsistent with such construction:</p> <p>(i) references to a document <u>(including, but without limitation, a resolution in writing)</u> being <u>signed or</u> executed include references to it being executed under hand or under seal or by electronic signature or by any other method and references to a notice-Notice or document include a notice-Notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not;</p> <p>(i) Section 8 <u>and Section 19</u> of the Electronic Transactions Act (2003) of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles.</p>

Article Number	Existing Articles	Amended Articles
Article 51	51. The registration of transfers of shares or of any class of shares may, after notice has been given by advertisement in any newspapers or by any other means in accordance with the requirements of any Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine.	51. The registration of transfers of shares or of any class of shares may, after notice has been given by announcement or by electronic communication or by advertisement in any newspapers or by any other means in accordance with the requirements of any Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine.
Article 151	151. The requirement to send to a person referred to in Article 149 the documents referred to in that article or a summary financial report in accordance with Article 150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, the Company publishes copies of the documents referred to in Article 149 and, if applicable, a summary financial report complying with Article 150, 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.	151. The requirement to send to a person referred to in Article 149 the documents referred to in that article or a summary financial report in accordance with Article 150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules rules of the Designated Stock Exchange , the Company publishes copies of the documents referred to in Article 149 and, if applicable, a summary financial report complying with Article 150, 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.

Article Number	Existing Articles	Amended Articles
Article 158	<p>158. Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Articles from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will</p>	<p>158. (1) Any Notice or document (including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Articles from the Company shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and, subject to compliance with the Listing Rules, any such Notice and document may be given or issued by the following means:</p> <p>(a) by serving it personally on the relevant person;</p> <p>(b) by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose;</p> <p>(c) by delivering or leaving it at such address as aforesaid;</p> <p>(d) by placing an advertisement in appropriate newspapers or other publication and where applicable, in accordance with the requirements of the Designated Stock Exchange;</p>

Article Number	Existing Articles	Amended Articles
	<p>result in the Notice being duly received by the Member or may also be served by advertisement in appropriate newspapers in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company's website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a "notice of availability"). The notice of availability may be given to the Member by any of the means set out above other than by posting it on a website. In the 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 deemed a sufficient service on or delivery to all the joint holders.</p>	<p>(e) <u>by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 158(3);</u></p> <p>(f) <u>by publishing it on the Company's website or the website of the Designated Stock Exchange;</u></p> <p>(g) <u>by sending or otherwise making it available to such person through such other means, whether electronically or otherwise, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.</u></p> <p>(2) <u>In the 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 deemed a sufficient service on or delivery to all the joint holders.</u></p> <p>(3) <u>Every Member or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Articles may register with the Company an electronic address to which Notices can be served upon him.</u></p> <p>(4) <u>Subject to any applicable laws, rules and regulations and the terms of these Articles, any notice, document or publication, including but not limited to the documents referred to in Articles 149, 150 and 158 may be given in the English language only or in both the English language and the Chinese language or, with the consent of or election by any member, in the Chinese language only to such Member.</u></p>

Article Number	Existing Articles	Amended Articles
Article 159	<p>159. Any Notice or other document:</p> <p>(a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the Notice or other document was so addressed and put into the post shall be conclusive evidence thereof;</p> <p>(b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice placed on the Company’s website or the website of the Designated Stock Exchange, is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;</p>	<p>159. Any Notice or other document:</p> <p>(a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the Notice or other document was so addressed and put into the post shall be conclusive evidence thereof;</p> <p>(b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice, document or publication placed on either the Company’s website or the website of the Designated Stock Exchange, is deemed given or served by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member; it first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules;</p>

Article Number	Existing Articles	Amended Articles
	<p>(c) if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, despatch or transmission shall be conclusive evidence thereof; and</p> <p>(d) may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations.</p>	<p>(c) if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, despatch or transmission shall be conclusive evidence thereof; and</p> <p>(d) may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations. <u>if published as an advertisement in a newspaper or other publication permitted under these Articles, shall be deemed to have been served on the day on which the advertisement first so appears.</u></p>
Article 161	<p>161. For the purposes of these Articles, a facsimile or electronic transmission message purporting to come from a holder of shares or, as the case may be, a Director or alternate Director, or, in the case of a corporation which is a holder of shares from a director or the secretary thereof or a duly appointed attorney or duly authorised representative thereof for it and on its behalf, shall in the absence of express evidence to the contrary available to the person relying thereon at the relevant time be deemed to be a document or instrument in writing signed by such holder or Director or alternate Director in the terms in which it is received.</p>	<p>161. For the purposes of these Articles, a facsimile or electronic transmission message purporting to come from a holder of shares or, as the case may be, a Director or alternate Director, or, in the case of a corporation which is a holder of shares from a director or the secretary thereof or a duly appointed attorney or duly authorised representative thereof for it and on its behalf, shall in the absence of express evidence to the contrary available to the person relying thereon at the relevant time be deemed to be a document or instrument in writing signed by such holder or Director or alternate Director in the terms in which it is received. <u>The signature to any Notice or document to be given by the Company may be written, printed or in electronic form.</u></p>

NOTICE OF ANNUAL GENERAL MEETING



Q Tech

Q TECHNOLOGY (GROUP) COMPANY LIMITED

丘鈦科技(集團)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1478)

NOTICE OF ANNUAL GENERAL MEETING

Q Technology (Group) Company Limited (the “**Company**”) hereby announces that the Annual General Meeting (the “**AGM**”) will be held at Room 901, 9/F, Block 4C, Software Industrial Base, Xuefu Road, Nanshan District, Shenzhen, the PRC on Friday, 24 May 2024 at 10:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors and independent auditor of the Company for the year ended 31 December 2023.
2. To re-elect Mr. Fan Fuqiang as an executive director of the Company.
3. To re-elect Mr. Hu Sanmu as an executive director of the Company.
4. To re-elect Ms. Hui Hiu Ching as an independent non-executive director of the Company.
5. To authorize the board (the “**Board**”) of directors (the “**Directors**”) of the Company to fix the remuneration of the Directors for the year ending 31 December 2024.
6. To re-appoint KPMG, Certified Public Accountants as the independent auditor of the Company to hold office until the conclusion of the next annual general meeting and authorize the Board to fix its remuneration.

NOTICE OF ANNUAL GENERAL MEETING

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) of this Resolution below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of the Company (the “**Shares**”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for any shares of the Company or securities convertible into Shares or to resell treasury shares of the Company (if permitted under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) and to make or grant offers, agreements and options which might require the exercise of such power be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall be in addition to any other authorization given to the Directors and shall authorize the Directors during the Relevant Period (as defined below) to make or grant offers, agreements, and options which might require the exercise of such power after the end of the Relevant Period (as defined below);
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) and treasury shares of the Company resold (if permitted under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited), by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the “**Articles of Association**”) in force from time to time shall not exceed the aggregate of 20% of the total number of shares of the Company in issue (excluding treasury shares) as at the date of passing of this Resolution and the authority granted pursuant to paragraph (a) of this Resolution shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (d) for the purpose of this Resolution:

“**Relevant Period**” means the period from 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 to be held by the Articles of Association or any other applicable laws or regulations; and
- (iii) the date on which the authority set out in this Resolution is revoked and varied by way of the ordinary resolution of the shareholders of the Company at a general meeting;

“**Rights Issue**” means an offer of shares of the Company, or offer or issue of warrants, options or other securities giving the rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares of the Company on the register on a fixed record date in proportion to their then holdings of 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws or the requirements of any recognised regulatory body or any stock exchange in any territory, outside Hong Kong).”

8. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to buy back the shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the shares of the Company may be listed and recognized for this purpose by the Securities and Futures Commission of Hong Kong (the “**Commission**”) and the Stock Exchange under the Code of Share Buy-backs administered by the Commission be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

(b) the total number of Shares which may be bought back by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period (as defined below) shall not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company as at the date of the passing of this Resolution, and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and

(c) for the purpose of this Resolution:

“**Relevant Period**” means the period from 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 to be held by the Articles of Association or any other applicable laws or regulations; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by way of the ordinary resolution by the shareholders of the Company at a general meeting.”

9. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of Resolutions nos. 7 and 8 set out in the notice convening the annual general meeting of the Company (the “**Notice**”), the general mandate granted to the Directors pursuant to Ordinary Resolution no. 7 set out in the Notice be and is hereby extended by the addition thereto of an amount representing the total number of shares of the Company bought back pursuant to the authority granted pursuant to Ordinary Resolution no. 8 set out in the Notice, provided that such amount shall not exceed 10% of the total number of shares of the Company in issue (excluding treasury shares) as at the date of passing this Resolution.”

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTION

10. To consider and, if thought fit, pass with or without amendments the following resolution as a special resolution:

“**THAT** the existing amended and restated articles of association of the Company (the “**Existing Articles**”) be amended in the manner as set out in the circular of the Company dated 29 April 2024 (the “**Proposed Amendments**”) and the second amended and restated articles of association of the Company incorporating the Proposed Amendments, a copy of which has been produced to the AGM marked “A” and for the purpose of identification initialed by the chairman of the AGM, be approved and adopted as the second amended and restated articles of association of the Company in substitution for and to the exclusion of the Existing Articles with immediate effect after the close of the AGM and that the Directors be and are hereby authorised to do all things necessary to implement the adoption of the second amended and restated articles of association of the Company.”

By order of the Board
Q Technology (Group) Company Limited
He Ningning
Chairman and Executive Director

Hong Kong, 29 April 2024

Registered Office:

Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Principal place of business in Hong Kong:

Room 828, 8/F, Topsail Plaza, 11 On Sum Street,
Shatin, New Territories,
Hong Kong

As at the date hereof, the executive Directors are Mr. He Ningning (chairman), Mr. Hu Sanmu (chief executive officer) and Mr. Fan Fuqiang; and the independent non-executive Directors are Mr. Chu Chia-Hsiang, Mr. Ko Ping Keung and Ms. Hui Hiu Ching.

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any member of the Company (the “**Member**” or the “**Shareholder**”) entitled to attend and vote at the AGM of the Company convened by the above notice or its adjourned meeting (as the case may be) is entitled to appoint one or more proxies to attend and vote on his/her/its behalf. A proxy need not be a Member but must be present in person at the AGM to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which such proxy is so appointed.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 48 hours before the time for holding the AGM or its adjourned meeting. Completion and return of a form of proxy will not preclude a Member from attending and voting in person at the AGM or its adjourned meeting should he/she so wish.
3. For determining the entitlement of the Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from 21 May 2024 (Tuesday) to 24 May 2024 (Friday) (both days inclusive), during which period no transfer of shares will be registered. In order to qualify to attend and vote at the AGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 20 May 2024 (Monday).
4. Where there are joint holders of any share, any one of such joint holders may vote at the AGM, either in person or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the AGM, 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 names stand in the register of members of the Company in respect of the joint holdings.
5. In relation to the above proposed Resolution no. 7, approval is being sought from the members of the Company for the grant to the Directors a general mandate to authorize the allotment and issue of shares of the Company (the “**Shares**”) under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The Directors have no immediate plans to issue any new shares of the Company other than the Shares which may fall to be issued under the share option scheme of the Company.
6. In relation to the above proposed Resolution no. 8, the Directors wish to state that they have no intention to buy back any Shares and will exercise the powers conferred thereby to buy back Shares only in the circumstances which they consider appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the Shareholders to make an informed decision to vote for or against the proposed resolution as required by the Listing Rules is set out in Appendix II to the circular of the Company dated 29 April 2024.
7. In compliance with Rule 13.39(4) of the Listing Rules, voting on all resolutions proposed at the general meeting will be decided by way of poll except where the chairman of general meetings, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted by show of hands.

After considering their own situations, Members should decide on their own whether or not they would attend the AGM under any bad weather condition and if they do so, they are advised to exercise extra care and caution.