
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, 22 May 2026 at 10:30 a.m. is set out on pages 37 to 43 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.

27 April 2026

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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, 22 May 2026 at 10:30 a.m., or any adjournment thereof
“Amended and Restated Articles of Association”	the third amended and restated articles of association of the Company, incorporating the Proposed Amendments proposed to be approved by the Shareholders by way of a special resolution at the AGM
“Articles of Association”	the articles of association of the Company currently in force
“Audit Committee”	the audit committee of the Company
“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

DEFINITIONS

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“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 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”	20 April 2026, being the latest practicable date 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 of 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 share capital of the Company

DEFINITIONS

“Share Option Scheme”	the share option scheme adopted by the Company on 13 November 2014, which was terminated on 28 June 2024 upon the adoption of the Share Scheme
“Share Scheme”	the share scheme adopted by the Company on 28 June 2024
“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
“treasury share(s)”	has the meaning ascribed thereto under the Listing Rules
“%”	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. Xiaomin Fu
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.89 Laisi Road
Yushan Town
Kunshan
Jiangsu Province
PRC

*Principal Place of Business in
Hong Kong:*

Flat 07, 17/F
Topsail Plaza, 11 On Sum Street,
Shatin, New Territories,
Hong Kong

27 April 2026

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 23 May 2025 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. The Company does not hold any treasury shares as at the Latest Practicable Date. Based on the 1,194,316,975 Shares in issue as at the Latest Practicable Date and assuming that no further Shares will be issued (whether pursuant to the exercise of any outstanding share options under the Share Option Scheme or the Share Scheme or otherwise) and no Shares will be bought back and cancelled or held as 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 and/or resell treasury shares of the Company up to a total of 238,863,395 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 expire 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 23 May 2025 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. The Company does not hold any treasury shares as at the Latest Practicable Date. Based on the 1,194,316,975 Shares in issue as at the Latest Practicable Date and assuming that no further Shares will be issued (whether pursuant to the exercise of any outstanding share options under the Share Option Scheme or the Share Scheme or otherwise) and no Shares will be bought back and cancelled or held as 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 119,431,697 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 expire 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. Xiaomin Fu (“**Mr. Fu**”) 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, Mr. Fu (appointed as an INED on 9 September 2025) will hold office until the AGM and, being eligible, will offer himself 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 Ms. Hui shall retire by rotation at the AGM in accordance with the Articles of Association. Mr. Fan and Ms. Hui 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 nomination committee of the Company (the “**Nomination Committee**”) has reviewed and assessed the independence of Mr. Fu and Ms. Hui as INEDs based on the annual confirmation of independence (against the independence guidelines as set out in Rule 3.13 of the Listing Rules) provided by them. Mr. Fu and Ms. Hui satisfy the independence guidelines set out in Rule 3.13 of the Listing Rules.

The Nomination Committee has also reviewed the respective gender, age, skills, knowledge, experience and length of service of the recommended retiring Directors, namely Mr. Fu, Mr. Fan and Ms. Hui having regard to the nomination policy and board diversity policy of the Company. Mr. Fu is a resident of the United States, possessing over twenty years of profound management experience in the fields of information technology and digital operations and having previously held senior management positions at a number of major financial institutions and technology enterprises in both China and overseas, will provide significant support to the Group in the implementation of its internationalization strategy and digital transformation; 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 is primarily responsible for securities affairs and legal compliance, investor relations, financial management, treasury management and other related duties, and can contribute his expertise and experience to the financial management, risk management, investor relations and treasury 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. Fu, Mr. Fan 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 Mr. Fu and Ms. Hui, as INEDs and the members of various board committees, have also demonstrated their abilities to provide independent views to the Company’s matters. Thus, the Nomination Committee recommends Mr. Fu, Mr. Fan 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. Fu, Mr. Fan 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 RE-APPOINTMENT OF INDEPENDENT AUDITOR

As the term of office of the Company's independent auditor, Deloitte Touche Tohmatsu ("Deloitte"), will expire at the conclusion of the AGM pursuant to an ordinary resolution passed by the Shareholders at the AGM held on 23 May 2025, an ordinary resolution will be proposed at the AGM to re-appoint Deloitte as the independent auditor of the Company for the year ending 31 December 2026, to hold office until the conclusion of the next annual general meeting, and to authorise the Board to fix their remuneration.

The Audit Committee and the Board have, in accordance with the relevant requirements under the Listing Rules, negotiated with Deloitte on the estimated audit fees for the year ending 31 December 2026. It was mutually agreed, on a preliminary basis, that the estimated audit fees for the year ending 31 December 2026 will be in the range of RMB2,500,000 to RMB3,000,000, which fees include both the interim review and annual audit services. The basis for determining the above fees and the assumptions relied upon by the Company in its discussions with Deloitte mainly include the complexity of the Group's business, the Group's business plan, the expected audit scope, audit timetable and audit resources required. Unless there is a material change in the basis or assumptions set out above, the final audit fee should not deviate materially from the estimated amount initially disclosed. In the event of any material change, the Company will make further disclosure as appropriate. The Board and the Audit Committee is of the view that the above estimated audit fees have been determined through fair and reasonable negotiations and are in the interests of the Company and its Shareholders as a whole.

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

Reference is made to the announcement of the Company dated 16 April 2026.

The Board proposes to amend the existing Articles of Association to, among others, reflect the Stock Exchange's proposals and related rule amendments concerning (a) the introduction of a treasury shares regime, (b) the further expansion of the paperless listing regime (including the use of electronic means for the giving and receipt of shareholder instructions), and (c) the implementation of an uncertificated securities market.

The Board proposes to effect the Proposed Amendments by way of adoption of the Amended and Restated Articles of Association in substitution for, and to the exclusion of, the existing Articles of Association.

LETTER FROM THE BOARD

The full text of the Proposed Amendments is set out in Appendix III to this circular. The Amended and Restated Articles of Association is prepared and written in English. The Chinese translation of the Amended and Restated Articles of Association is for reference only. In case of any discrepancy between the English version and its Chinese translation, the English version shall prevail.

The adoption of the Amended and Restated Articles of Association to incorporate the Proposed Amendments is subject to the approval of the Shareholders by way of a special resolution to be proposed at the AGM. Prior to the passing of such special resolution at the AGM, the Articles of Association shall remain valid.

The legal advisers to the Company as to Hong Kong laws and Cayman Islands laws have respectively confirmed that the Proposed Amendments conform with the applicable requirements under the Listing Rules and do not violate the laws of the Cayman Islands. The Company confirms that there is nothing unusual about the Proposed Amendments for a Cayman Islands company listed on the Stock Exchange.

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, 22 May 2026 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 37 to 43 of this circular.

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.

LETTER FROM THE BOARD

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.

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 the 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 37 to 43 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. XIAOMIN FU (付曉敏)

Mr. Fu, aged 55, was appointed as an INED, the chairman of the risk management committee of the Company (the “**Risk Management Committee**”), and a member of each of the Audit Committee, the remuneration committee (the “**Remuneration Committee**”) and the Nomination Committee of the Company on 9 September 2025. From March 2016, Mr. Fu has been serving as the chief information officer, chief operating officer and the head of financial technology at Howbuy Wealth Management Co., Ltd. (好買財富管理股份有限公司) (a company whose shares are quoted on the National Equities Exchange and Quotations with stock code of 834418), where he is primarily responsible for overseeing the management and planning of the group’s digital and operations strategy. Mr. Fu is also currently serving as a director of Shenzhen Mantunsci Technology Co. Ltd.* (深圳曼頓科技有限公司) and a consultant at Dingli Sustainable Digital Technology (Shenzhen) Co., Ltd.* (鼎力可持續數字科技(深圳)有限公司). Mr. Fu successively served as the head of credit card market and data analysis from January 2001 to May 2010, the head of the decision science center of the personal credit division from June 2010 to August 2014, and department manager of the investment and corporate banking division from September 2014 to February 2016 at Capital One Financial Corporation (a company whose shares are traded on the New York Stock Exchange with stock code of COF).

Mr. Fu graduated from the Peking University in 1992 with a bachelor’s degree of science, majoring in Technical Physics and the University of Iowa, U.S.A in 2000 with a master’s degree in science.

Save as disclosed herein, Mr. Fu 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.

Mr. Fu has been appointed as an INED for a term of three years commenced from 9 September 2025 and is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. On 9 September 2025, Mr. Fu entered into a letter of appointment with the Company for a term of 36 months commencing from 9 September 2025 which may be terminated by not less than 3 months’ notice served by either party on the other. His emoluments comprise a director’s fee of HK\$100,200 per annum. The emoluments for Mr. Fu were determined by the Board by reference to his experience, responsibilities and duties within the Company and shall be adjusted by the recommendation of the Remuneration Committee to the Board.

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

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

Save as disclosed above, there are no other matters concerning Mr. Fu 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. FAN FUQIANG (范富强)

Mr. Fan, aged 48, has been an executive Director of the Company since 15 December 2020. Mr. Fan has been a member of the Risk Management Committee 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 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), Q Technology (Singapore) Private Limited 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 2025 amounted to approximately RMB1,270,000, 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 to the Board.

As at the Latest Practicable Date, Mr. Fan beneficially owned 2,810,000 shares of the Company, accounting for approximately 0.24% of the total issued Shares of the Company. In addition, Mr. Fan beneficially owned 175,000 share options granted by the Board on 27 June 2025 under the Share Scheme.

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.

MS. HUI HIU CHING (許曉澄)

Ms. Hui, aged 38, was appointed as an INED, the chairlady of the Audit Committee and a member of each of the Remuneration Committee and the Risk Management Committee of the Company on 25 March 2024, and was appointed as a member of the Nomination Committee on 20 June 2025. 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. Ms. Hui has also been a Certified Environmental, Social and Governance Analyst (CESGA) of the European Federation of Financial Analysts Societies since 2025.

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 joint venture or 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.

APPENDIX II EXPLANATORY STATEMENT ON BUY-BACK MANDATE

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 Company did not hold any treasury shares and the total number of issued Shares is 1,194,316,975 Shares, and there were 14,019,000 outstanding share options granted under the Share Scheme entitling the holders thereof to subscribe for 14,019,000 new Shares.

Subject to the passing of the proposed ordinary resolution for the grant of the Buy-back Mandate and assuming that no further Shares will be issued (whether pursuant to the exercise of any outstanding share options under the Share Option Scheme or the Share Scheme or otherwise) and no Shares will be bought back and cancelled or held as 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 119,431,697 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.

APPENDIX II EXPLANATORY STATEMENT ON BUY-BACK MANDATE

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, lead 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.

If the Company should hold the Shares bought back as treasury shares, upon completion of the Shares buy-back, it will withdraw them from CCASS and register the Shares bought back in the Company's register of members in its own name as treasury shares. The Company will re-deposit its treasury shares into CCASS only if it has an imminent plan to resell them on the Stock Exchange, and it will complete the resale as soon as possible. The Company will, upon depositing any treasury shares in CCASS, give clear written instructions to its broker and share registrar that such Shares bought back would be treated as treasury shares under the Listing Rules. Share buy-backs will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders as a whole.

To the extent that any treasury shares are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws as if those shares were registered in the Company's own name as treasury shares. These measures may include approval by the Board that (i) the Company would not (or would procure its broker not to) give any instructions to HKSCC to vote at general meetings for the treasury shares deposited with CCASS and (ii) in the case of dividends or distributions, the Company will 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.

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.

APPENDIX II EXPLANATORY STATEMENT ON BUY-BACK MANDATE

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 2025, 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\$
2025	March	9.26	6.91
	April	7.90	5.21
	May	7.51	6.36
	June	8.59	6.33
	July	12.24	8.12
	August	16.29	11.68
	September	16.82	13.70
	October	16.99	13.43
	November	14.30	8.81
	December	9.99	8.18
2026	January	10.35	8.28
	February	9.48	8.38
	March	9.33	7.30
	April*	8.64	7.54

* *Up to the Latest Practicable Date*

APPENDIX II EXPLANATORY STATEMENT ON BUY-BACK MANDATE

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 63.10% 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 70.12% 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 the Share 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 applicable public float threshold of the Company, being 25% of the total number of issued shares in the class to which the listed shares of the Company belong (excluding treasury shares). 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.

THE COMPANIES ACT (AS REVISED)
EXEMPTED COMPANY LIMITED BY SHARES

~~SECOND~~THIRD AMENDED AND RESTATED ARTICLES OF ASSOCIATION

OF

Q Technology (Group) Company Limited
丘鈇科技(集團)有限公司

(Adopted by a special resolution passed at a general meeting held on 24 May 2024[•] 2026)

TABLE A

1. The regulations in Table A in the Schedule to the Companies Act (~~As Revised~~as defined in Article 2) do not apply to the Company.

INTERPRETATION

2. (1) ...

WORD

MEANING

“Act”

the Companies Act, Cap. 22 (~~Act 3 of 1961, as consolidated and revised~~) of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.

“address”

for the purposes of these Articles, “address” includes an electronic address unless the Act or the Listing Rules require a postal address.

...

...

“ASR Code”

the Code of Conduct for Approved Securities Registrars published by the SFC as amended from time to time.

...	...
“business day”	shall mean a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day for the reason of a Number 8 or higher Typhoon Signal, Black Rainstorm Warning or other similar event, such day shall for the purposes of these Articles be counted as a business day.
...	...
<u>“Central Clearing and Settlement System”</u>	<u>the Central Clearing and Settlement System operated by HKSCC.</u>
...	...
“close associate”	in relation to any Director, shall have the same meaning as defined in the rules of the Designated Stock Exchange (“ Listing Rules ”) as modified from time to time, except that for purposes of Article 100, where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to “associate” in the Listing Rules.
...	...
<u>“Electronic System”</u>	<u>any system for holding and transferring securities in electronic form approved by applicable law or regulation or under the Securities and Futures Ordinance or the USM Rules, including but not limited to UNSRT System and any other clearing or settlement system.</u>
...	...
<u>“HKSCC”</u>	<u>the Hong Kong Securities Clearing Company Limited.</u>

<u>“HK Stock Exchange”</u>	<u>The Stock Exchange of Hong Kong Limited.</u>
<u>“Listing Rules”</u>	<u>the rules and regulations of the Designated Stock Exchange.</u>
...	...
<u>“Notice”</u>	written notice unless otherwise specifically stated and as further defined in these Articles <u>and, where the context so requires, shall include any other document (including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the Listing Rules) or communication to be served, issued, or given by the Company under these Articles or pursuant to applicable laws and regulations, including the Listing Rules and/or the rules of the competent regulatory authority. For the avoidance of doubt, Notice may be provided in physical or electronic form.</u>
...	...
<u>“Register”</u>	the principal register <u>of Members</u> and where applicable, any branch register of Members <u>including any branch register maintained in Hong Kong</u> , to be maintained at such place within or outside the Cayman Islands as the Board shall determine from time to time, <u>and it shall include, where relevant, the register of holders as defined in the USM Rules.</u>
...	...
<u>“Securities and Futures Ordinance”</u>	<u>the Securities and Futures Ordinance, Cap. 571 of the laws of Hong Kong, as amended from time to time.</u>
<u>“SFC”</u>	<u>the Securities and Futures Commission of Hong Kong.</u>
...	...

<u>“treasury shares”</u>	<u>shares repurchased and held by the Company in treasury as authorized by the Act which, for the purpose of these Articles, include shares repurchased by the Company and held or deposited in Central Clearing and Settlement System for sale on the HK Stock Exchange.</u>
<u>“Uncertificated”</u>	<u>a share or other security of the Company that is not evidenced by a certificate and is recorded in the Register as being held in uncertificated form, including through Electronic System, UNSRT System, any other electronic system or clearing house.</u>
<u>“UNSRT System”</u>	<u>an uncertificated securities registration and transfer system, and in relation to any shares or securities of the Company, a computer-based system, together with procedures and other facilities, that (a) enables title to the shares and securities to be evidenced and transferred without an instrument; and (b) facilitates supplementary and incidental matters.</u>
<u>“USM Rules”</u>	<u>the Securities and Futures (Uncertificated Securities Market) Rules (Cap. 571AS) made under the Securities and Futures) Ordinance.</u>

...

...

(2) ...

- (e) expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing words or figures in a visible form, ~~and including where the representation takes the form of electronic writing or display (such as digital documents or electronic communications)~~, provided that both the mode of service of the relevant document or ~~notice~~ Notice and the Member’s election comply with all applicable Statutes, rules and regulations;

...

- (h) references to a document (including, but without limitation, a resolution in writing) being signed or executed include references to it being signed or 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;
- (i) references to the right of a Member to speak at a general meeting shall include the right to raise questions or make statements to the chairman of the meeting, verbally or in written form, by means of electronic facilities. Such a right shall be deemed to have been duly exercised if the questions or statements may be heard or seen by all or only some of the persons present at the meeting (or only by the chairman of the meeting) in which event the chairman of the meeting shall relay the questions raised or the statements made verbatim to all persons present at the meeting, either orally or in writing using electronic facilities;
- (j) reference to a meeting: (a) shall, where the context is appropriate, include a meeting that has been postponed by the Board pursuant to Article 64, and (b) shall mean a meeting convened and held in any manner permitted by these Articles and any Member or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and these Articles, and attend, participate, attending, participating, attendance and participation shall be construed accordingly;
- (k) where a Member is a corporation, any reference in these Articles to a Member shall, where the context requires, refer to a duly authorised representative of such Member;
- (l) Section 8 and Section 19 of the Electronic Transactions Act 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;
- (m) unless the context otherwise requires, any reference to “print”, “printed”, or “printed copy” and “printing” shall be deemed to include electronic versions or electronic copies;

- (n) any reference to the term “place” within these Articles shall be construed as applicable only in contexts where a physical location is required or relevant. Any reference to a “place” for the delivery, receipt, or payment of monies, whether by the Company or by Members, shall not preclude the use of electronic means for such delivery, receipt, or payment. For the avoidance of doubt, references to a “place” in the context of meetings shall include physical, electronic, or hybrid meeting formats, as permitted by applicable laws and regulations. Notices of meetings, adjournments, postponements, or any other references to a “place” shall be interpreted to include virtual platforms or electronic means of communication where applicable. Where the term “place” is out of context, unnecessary, or not applicable, such reference shall be disregarded without affecting the validity or interpretation of the relevant provision; and
- (o) all voting rights referred to in these Articles shall exclude the voting rights attached to treasury shares.

SHARE CAPITAL

3. (1) ...

(2) Subject to the Act, the Company’s Memorandum and Articles of Association and, where applicable, the Listing Rules and/or the rules and regulations of any Designated Stock Exchange and/or any competent regulatory authority, the Company shall have the power to purchase or otherwise acquire its own shares and such power shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it in its absolute discretion thinks fit and any determination by the Board of the manner of purchase shall be deemed authorised by these Articles for purposes of the Act. The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the Act. Subject to the Act, the Listing Rules and/or the rules of any competent regulatory authority, the Company is further authorised to hold any repurchased, redeemed or surrendered shares as treasury shares without the need for a separate resolution of the Board for each instance.

(3) Subject to compliance with the Listing Rules and the rules and regulations of the Designated Stock Exchange and any other relevant competent regulatory authority, the Company may give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.

(4) ...

(5) The Board may accept the surrender for no consideration of any fully paid share.

...

VARIATION OF RIGHTS

10. ...

- (a) the necessary quorum (~~other than including~~ at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorized representative) holding or representing by proxy not less than one-third in nominal value of the issued shares of that class (~~excluding treasury shares~~)~~and at any adjourned meeting of such holders, two holders present in person or (in the case of a Member being a corporation) its duly authorized representative or by proxy (whatever the number of shares held by them) shall be a quorum; and~~

...

SHARES

12. (1) Subject to the Act, these Articles, any direction that may be given by the Company in general meeting and, where applicable, the ~~rules of any Designated Stock Exchange~~ Listing Rules and without prejudice to any special rights or restrictions for the time being attached to any shares or any class of shares, the unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may in its absolute discretion determine but so that no shares shall be issued at a discount to their nominal value. Neither the Company nor the Board shall be obliged, when making or granting any allotment of, offer of, option over or disposal of shares, to make, or make available, any such allotment, offer, option or shares to Members or others with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable. Members affected as a result of the foregoing sentence shall not be, or be deemed to be, a separate class of members for any purpose whatsoever.

...

SHARE CERTIFICATES

16. Every share certificate shall be issued under the Seal or a facsimile thereof or with the Seal printed thereon and shall specify the number and class and distinguishing numbers (if any) of the shares to which it relates, and the amount paid up thereon and may otherwise be in such form as the Directors may from time to time determine. The seal of the Company may only be affixed or imprinted to a share certificate with the authority of the Directors, or be executed under the signature of appropriate officials with statutory authority, unless otherwise determined by the Directors. No certificate shall be issued representing shares of more than one class. The Board may by resolution determine, either generally or in any particular case or cases, that any signatures on any such certificates (or certificates in respect of other securities) need not be autographic but may be affixed to such certificates by some mechanical means or may be printed thereon.

...

18. Every person whose name is entered as a Member in the Register shall be entitled to hold their shares in Uncertificated form through the Electronic System, in compliance with the Listing Rules and other relevant regulations. The Company shall not be required to issue a certificate for any share held in Uncertificated form unless required by law or requested by the holder of such share. A statement or confirmation from the relevant Electronic System or electronic Register shall be sufficient evidence of title to Uncertificated shares. Where Shares are held in certificated form, every person whose name is entered, upon an allotment of shares, as a Member in the Register shall be entitled, without payment, to receive one certificate for all such shares of any one class or several certificates each for one or more of such shares of such class upon payment for every certificate after the first of such reasonable out-of-pocket expenses as the Board from time to time determines. The Company shall comply with all applicable laws and regulations to facilitate the holding, transfer, and registration of its shares in Uncertificated form, including electronic processes for corporate actions, as required by the Uncertificated securities market regime of the HK Stock Exchange.

19. Where Share-share certificates are issued, they shall be issued within the relevant any time limit as prescribed by the Act, the ASR Code or as the Designated Stock Exchange may from time to time determine, whichever is the shorter, if such a time limit is applicable, after allotment or, except in the case of a transfer which the Company is for the time being entitled to refuse to register and does not register, after lodgment of a transfer with the Company.

20. (1) Upon every transfer of shares the certificate held by the transferor (if one has been issued) shall be given up to be cancelled, and shall forthwith be cancelled accordingly, and a new certificate shall upon request by the transferee be issued to the transferee in respect of the shares transferred to him at such fee as is provided in paragraph (2) of this Article. If any of the shares included in the certificate so given up shall be retained by the transferor a new certificate for the balance shall be issued to him upon his request at the aforesaid fee payable by the transferor to the Company in respect thereof.

(2) The fee referred to in paragraph (1) above shall be an amount not exceeding the relevant maximum amount prescribed by the ASR Code ~~as the Designated Stock Exchange may from time to time determine~~ provided that the Board may at any time determine a lower amount for such fee.

21. If a share certificate shall be damaged or defaced or alleged to have been lost, stolen or destroyed a new certificate representing the same shares may be issued to the relevant Member upon request and on payment of such fee as prescribed by the ASR Code ~~the Designated Stock Exchange may determine~~ to be the maximum fee payable or such lesser sum as the Board may determine and, subject to compliance with such terms (if any) as to evidence and indemnity and to payment of the costs and reasonable out-of-pocket expenses of the Company in investigating such evidence and preparing such indemnity as the Board may think fit and, in case of damage or defacement, on delivery of the old certificate to the Company provided always that where share warrants have been issued, no new share warrant shall be issued to replace one that has been lost unless the Directors are satisfied beyond reasonable doubt that the original has been destroyed.

...

REGISTER OF MEMBERS

43. (1) ...

(3) The Register may be maintained in electronic form and may reflect holdings in both certificated and Uncertificated form provided that it must be readily retrievable and capable of being printed or exported. The Company may integrate the Register with any Electronic System.

44. ~~The Register and branch register of Members, as the case may be, shall be open to inspection for at least two (2) hours during business hours by Members and holders of Prescribed Securities (as defined in the USM Rules) without charge or by any other person, upon a maximum payment of \$2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the Act or, if appropriate, upon a maximum payment of \$1.00 or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper or any other any newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares. The period of thirty (30) days may be extended for a further period or periods not exceeding thirty (30) days in respect of any year if approved by the Members by ordinary resolution.~~

...

TRANSFER OF SHARES

46. (1) Subject to these Articles, any Member may transfer all or any of his shares by an instrument of transfer in the usual or common form or in a form prescribed by the Designated Stock Exchange or in any other form approved by the Board and may be under hand or, if the transferor or transferee is a clearing house or its nominee(s), by hand or by machine imprinted signature or by such other manner of execution as the Board may approve from time to time.

(2) Notwithstanding the provisions of subparagraph (1) above, for so long as any shares are listed on the Designated Stock Exchange, titles to such listed shares may be evidenced and transferred in accordance with the laws applicable to and the Listing Rules that are or shall be applicable to such listed shares. The register of members of the Company in respect of its listed shares (whether the Register or a branch register) may be kept by recording the particulars required by Section 40 of the Act in a form otherwise than legible if such recording otherwise complies with the laws applicable to and the Listing Rules that are or shall be applicable to such listed shares.

47. Subject to the Act and all applicable laws and regulations, including the Securities and Futures Ordinance and USM Rules, transfers of shares may be effected in Uncertificated form through the Electronic System, including the UNSRT System, the Central Clearing and Settlement System, or any other system approved by the Designated Stock Exchange or the SFC, without the need for a written instrument of transfer in accordance with the rules and procedures of the Electronic System. The Company shall not be responsible for any delay or failure in the Electronic System unless caused by its own default. For certificated shares, the ~~The~~ instrument of transfer shall be executed by or on behalf of the transferor and the transferee provided that the Board may dispense with the execution of the instrument of transfer by the transferee in any case which it thinks fit in its discretion to do so. Without prejudice to the last preceding Article, the Board may also resolve, either generally or in any particular case, upon request by either the transferor or transferee, to accept mechanically executed transfers. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof. Nothing in these Articles shall preclude the Board from recognising a renunciation of the allotment or provisional allotment of any share by the allottee in favour of some other person.

48. (1) ...

(4) Unless the Board otherwise agrees (which agreement may be on such terms and subject to such conditions as the Board in its absolute discretion may from time to time determine, and which agreement the Board shall, without giving any reason therefor, be entitled in its absolute discretion to give or withhold), no shares upon the Register shall be transferred to any branch register nor shall shares on any branch register be transferred to the Register or any other branch register and all transfers and other documents ~~relating to or affecting of title of the shares of the Company~~ shall be lodged for registration, and registered, in the case of any shares on a branch register, at the relevant Registration Office, and, in the case of any shares on the Register, at the Office or such other place at which the Register is kept in accordance with the Act.

49. ...

- (b) if applicable, the instrument of transfer is in respect of only one class of share;
- (c) for certificated shares, the instrument of transfer is lodged at the Office or such other place at which the Register is kept in accordance with the Act or the Registration Office (as the case may be) accompanied by the relevant share certificate(s) and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do); and

...

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. The period of thirty (30) days may be extended for a further period or periods not exceeding thirty (30) days in respect of any year if approved by the Members by ordinary resolution.

...

GENERAL MEETINGS

...

57. Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting. General meetings may be held in any part of the world as may be determined by the Board. Notwithstanding any provisions in these Articles, any general meeting or any class meeting may be held physically, as a hybrid meeting (partially physical and partially electronic) or wholly by electronic means using such telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate with each other, and participation in such a meeting shall constitute presence at such meeting. Unless otherwise determined by the Directors, the manner of convening and the proceedings at a general meeting set out in these Articles shall apply, *mutatis mutandis*, to hybrid or wholly electronic meetings. In the event of any technical difficulties, disruptions, or procedural issues arising during a hybrid or electronic meeting, including but not limited to connectivity problems, platform malfunctions, or disputes regarding the conduct of the meeting, the chairman of the meeting shall have the authority to make any rulings or decisions necessary to address such issues. Any ruling, determination, or decision made by the chairman of the meeting under the scope of this provision shall be final, conclusive, and binding on the Company and all Members.

58. The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company (excluding treasury shares) carrying the right of voting at general meetings of the Company, on a one vote per share basis, shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

NOTICE OF GENERAL MEETINGS

59. (1) An annual general meeting must be called by Notice of not less than twenty-one (21) clear days. All other general meetings (including an extraordinary general meeting) must be called by Notice of not less than fourteen (14) clear days but if permitted by the ~~rules of the Designated Stock Exchange Listing Rules~~, a general meeting may be called by shorter notice, ~~subject to the Act~~, if it is so agreed:

...

(2) The notice shall specify the time ~~and place~~ of the meeting, the physical location (if applicable), and in the case of a hybrid or electronic meeting, the electronic platform or means by which Members may attend and participate. It shall also include and particulars of resolutions to be considered at the meeting and, in case of special business, the general nature of the business. The notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a Member and to each of the Directors and the Auditors. For hybrid or electronic meetings, the Notice shall either include instructions for accessing and participating in the meeting or specify where or how such instructions will be provided to the Members.

...

PROCEEDINGS AT GENERAL MEETINGS

...

64. Prior to the holding of a general meeting, the Board may postpone, and at a general meeting, the ~~The~~ chairman may; (without the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) or shall at the direction of the meeting, adjourn the meeting from time to time (or indefinitely) and from place to place ~~as the meeting shall determine~~, but no business shall be transacted at any adjourned or postponed meeting other than the business which might lawfully have been transacted at the meeting had the adjournment or the postponement not taken place. Notice of a postponement must be given to all Members by any means as the Board may determine. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' notice of the adjourned meeting shall be given specifying the time and place of the adjourned meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give notice of an adjournment.

...

VOTING

66. (1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in person (or being a corporation, is present by a duly authorized representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views. Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine.

...

PROXIES

...

76. The instrument appointing a proxy shall be in such form, including electronic or otherwise, as the Board may determine and in the absence of such determination, shall be in writing, which may include electronic writing, and signed by ~~writing under the hand of the~~ appointor or ~~of his~~ attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or ~~under the hand of signed by~~ an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.

77. (1) The Company may, at its absolute discretion, provide an electronic address for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Articles) and notice of termination of the authority of a proxy). If such an electronic address is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that address, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the address. Without Limitation, the Company may from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses for the different purpose. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under this Article is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address provided in accordance with this Article or if no electronic address is so designated by the Company for the receipt of such document or information.

(2) The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate), or if the Company has provided an electronic address in accordance with the preceding paragraph, shall be received at the electronic address specified, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting ~~in person~~ at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.

...

PROCEEDINGS OF THE DIRECTORS

...

113. (1) ...

(2) Directors may participate in any meeting of the Board by means of a conference telephone, electronic or other communications equipment through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously and, for the purpose of counting a quorum, such participation shall constitute presence at a meeting as if those participating were present in person.

...

DIVIDENDS AND OTHER PAYMENTS

...

139. Any dividend, interest or other sum payable in cash to the holder of shares may be paid by cheque or warrant sent through the post addressed to the holder at his registered address or, in the case of joint holders, addressed to the holder whose name stands first in the Register in respect of the shares at his address as appearing in the Register or addressed to such person and at such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall, unless the holder or joint holders otherwise direct, be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the Register in respect of such shares, and shall be sent at his or their risk and payment of the cheque or warrant by the bank on which it is drawn shall constitute a good discharge to the Company notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged. Any one of two or more joint holders may give effectual receipts for any dividends or other moneys payable or property distributable in respect of the shares held by such joint holders. For the avoidance of doubt, any dividend, interest, or other sum payable in cash may also be paid by electronic funds transfer on such terms and conditions as the Directors may determine.

...

NOTICES

158. (1) ...

- (e) 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) without the need for any additional consent or notification;
- (f) by publishing it on the Company's website or the website of the Designated Stock Exchange without the need for any additional consent or notification;

...

160. (1) Any Notice or other document delivered or sent ~~by post to or left at the registered address of any Member in pursuance of~~ in any manner permitted by these Articles shall, notwithstanding that such Member is then dead or bankrupt or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member as sole or joint holder unless his name shall, at the time of the service or delivery of the Notice or document, have been removed from the Register as the holder of the share, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such Notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.

(2) A Notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member by sending it via electronic means or through the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the electronic or postal address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such electronic or postal address has been so supplied) by giving the notice ~~Notice~~ in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.

...

WINDING UP

162. (1) ...

(2) Unless otherwise provided by the Act, a ~~A~~ resolution that the Company be wound up by the court or to be wound up voluntarily shall be a special resolution.

...

PAYMENT OF CORPORATE ACTION PROCEEDS AND ELECTRONIC INSTRUCTIONS

168. To the extent permitted by applicable law and unless otherwise restricted or prohibited by the Listing Rules, the Company shall:

- (a) accept instructions from Members and its securities holders (including but not limited to dividend election instructions, payment choice instructions, responses to “corporate communication” and “actionable corporate communications” within the meaning ascribed thereto under the Listing Rules, and instructions regarding any meeting of the securities holders such as meeting attendance indications, proxy appointments, revocations, voting directions, and responses to corporate communications) transmitted by electronic means, in such manner and subject to reasonable authentication measures as the Board may from time to time determine; and

- (b) pay any corporate action proceeds (including proceeds paid by the Company to Members and its securities holders in connection with its corporate actions, such as the distribution of dividends and other entitlements, refunds in respect of applications for, and/or (where applicable) excess applications in connection with, rights issues, open offers, and offers made to a specified group of such holders on a preferential basis; and payments in connection with takeovers and privatisations) by any electronic means, including through any payment system in Hong Kong operated by Hong Kong Interbank Clearing Limited for settling inter-bank payments on a real-time gross settlement basis, or by such other means as the Board considers appropriate.

UNCERTIFICATED SECURITIES AND ELECTRONIC PROCESSES

169. The Company shall comply with all applicable laws and regulations, including the Securities and Futures Ordinance and the USM Rules made under the Securities and Futures Ordinance, to facilitate the holding, transfer, and registration of its shares or other prescribed securities in Uncertificated form through electronic means, including via the Electronic System, including UNSRT System or other systems approved by the SFC and the Designated Stock Exchange. The Company may adopt any technology, system, or method for the issuance, holding, and transfer of shares or securities, whether currently existing or developed in the future, provided such adoption complies with applicable law and regulations. The Company is authorised to take all reasonably practicable steps to support electronic communication with securities holders, including but not limited to electronic voting, proxy instructions, and distribution of corporate action proceeds, and to maintain compatibility with the Uncertificated securities market regime. Any provisions in these Articles relating to the issuance, holding, or transfer of securities (including shares) or concerning share certificates shall be interpreted to permit compliance with such electronic processes and systems, to the extent permitted by the laws of the Cayman Islands.

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, 22 May 2026 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 2025.
2. To approve the payment of a final dividend of HK\$40.0 cents (equivalent to approximately RMB36.1 cents) per share of the Company for the year ended 31 December 2025.
3. To re-elect Mr. Xiaomin Fu as an independent non-executive director of the Company.
4. To re-elect Mr. Fan Fuqiang as an executive director of the Company.
5. To re-elect Ms. Hui Hiu Ching as an independent non-executive director of the Company.
6. 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 2026.
7. To re-appoint Deloitte Touche Tohmatsu, 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

8. 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 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, 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).”

9. 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.”

10. 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. 8 and 9 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. 8 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. 9 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

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

“**THAT:**

- (a) the proposed amendments to the second amended and restated articles of association of the Company, details of which are set out in Appendix III to the circular of the Company dated 27 April 2026, be and are hereby approved;
- (b) the third amended and restated articles of association of the Company (the “**Amended and Restated Articles of Association**”), a copy of which has been produced to the AGM and marked “A” and signed by the chairman of the AGM for the purpose of identification, be and are hereby approved and adopted, in substitution for, and to the exclusion of, the existing second amended and restated articles of association of the Company with immediate effect; and
- (c) any Director or company secretary or registered office provider of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the adoption of the Amended and Restated Articles of Association and to make relevant registrations and filings in accordance with the relevant requirements of the applicable laws, rules and regulations in the Cayman Islands and Hong Kong, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong.”

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

Hong Kong, 27 April 2026

NOTICE OF ANNUAL GENERAL MEETING

Registered Office:

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

Principal place of business in Hong Kong:

Flat 07, 17/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. Xiaomin Fu and Ms. Hui Hiu Ching.

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 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 19 May 2026 (Tuesday) to 22 May 2026 (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 18 May 2026 (Monday).
4. For determining the entitlement of the Shareholders to receive the final dividend, the register of members of the Company will be closed from 8 June 2026 (Monday) to 10 June 2026 (Wednesday) (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for the final dividend, 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 5 June 2026 (Friday) for registration.

NOTICE OF ANNUAL GENERAL MEETING

5. 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.
6. In relation to the above proposed Resolution no. 8, 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 schemes of the Company.
7. In relation to the above proposed Resolution no. 9, 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 27 April 2026.
8. 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.