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**Chenqi Technology Limited**  
**如祺出行科技有限公司**

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

**(Stock code: 9680)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Annual General Meeting of Chenqi Technology Limited (the “**Company**”) in the form of a hybrid meeting will be held at Conference Room 201, Chenqi Mobility, Building T5, PCI Future Community, No. 30–4, Kaitai Avenue, Huangpu District, Guangzhou City, Guangdong Province, China with an online virtual meeting on Tuesday, May 27, 2025 at 10 a.m., with an option for virtual attendance and participation via Vistra eVoting Portal to transact the following businesses:

**ORDINARY RESOLUTIONS**

1. To receive, consider and adopt the audited financial statements and the reports of the directors of the Company (the “**Directors**”) and auditor for the year ended December 31, 2024.
2.
  - (i) To re-elect Mr. JIANG Hua as an executive Director.
  - (ii) To re-elect Ms. XIAO Yan as a non-executive Director.
  - (iii) To re-elect Mr. ZHANG Junyi as an independent non-executive Director.
  - (iv) To re-elect Mr. ZHANG Senquan as an independent non-executive Director.
  - (v) To re-elect Mr. LI Maoxiang as an independent non-executive Director.
  - (vi) To authorise the board (the “**Board**”) of Directors to fix the remuneration of the Directors.
3. To re-appoint KPMG as auditor of the Company and to authorise the Board to fix its remuneration.

and to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

4. “**THAT:**

- (a) subject to the following provisions of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of US\$0.0005 each in the share capital of the Company (the “**Shares**”) including any sale or transfer the treasury shares of the Company, and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the conversion rights attaching to any convertible securities issued by the Company; (iii) the exercise of warrants to subscribe for Shares; (iv) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (v) an 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; shall not exceed 20% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (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 by the Articles of Association or any applicable law of the Cayman Islands to be held; or

(iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

5. “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose (and the Company may hold the shares so repurchased in treasury), subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or those of any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of the passing of this resolution, and the said approval 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 by the Articles of Association or any applicable law of the Cayman Islands to be held; or
  - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”

6. “**THAT** conditional upon resolutions numbered 4 and 5 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional shares and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 4 above be and is hereby extended by the additional thereto of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution numbered 5 above, provided that such amount shall not exceed 10% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of passing the resolution.”
7. “**THAT**
  - (a) the Second Supplemental Marketing Promotion Services Framework Agreement and the transactions contemplated thereunder, details of which are more particularly described in the circular of the Company dated May 2, 2025 (the “**Circular**”), be and is hereby approved, ratified and confirmed;
  - (b) the proposed annual caps for the continuing connected transactions contemplated under the Second Supplemental Marketing Promotion Services Framework Agreement for the two years ending December 31, 2026 as set out in the Circular be and is hereby approved, ratified and confirmed; and
  - (c) any one or more of the Directors is hereby authorised to do all such acts and things and execute all such documents which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the transactions contemplated under the Second Supplemental Marketing Promotion Services Framework Agreement (including the proposed annual caps).”

#### **SPECIAL RESOLUTION**

8. To consider as special business, if thought fit, passing with or without modification the following resolution as a special resolution:

“**THAT:**

- (a) the proposed amendments (the “**Proposed Amendments**”) to the existing amended and restated memorandum and articles of association of the Company (the “**Memorandum and Articles of Association**”), the details of which are set forth in Appendix IV to the Circular, be and are hereby approved; and

- (b) the second amended and restated memorandum and articles of association of the Company (incorporating the Proposed Amendments) (the “**Second Amended and Restated Memorandum and Articles of Association**”), a copy of which has been produced to the AGM and marked “A” and initialled by the chairman of the AGM for identification purpose, be and are hereby approved and adopted as the memorandum and articles of association of the Company, in substitution for, and to the exclusion of, the Memorandum and Articles of Association with immediate effect, and any one of the Directors and/or the registered office provider of the Company be and are hereby authorised to do all such acts and things and execute and deliver all such documents, deeds and make all such arrangements that the Directors shall, in their absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the Second Amended and Restated Memorandum and 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.”

By order of the Board  
**Chenqi Technology Limited**  
**Mr. GAO Rui**  
*Chairman of the Board*

Guangzhou, the PRC, May 2, 2025

*Notes:*

1. The AGM will be a hybrid meeting. Registered shareholders may attend the AGM (or any adjournment thereof) either (i) in person; or (ii) online through Vistra eVoting Portal using the personalised login credentials provided by the Company’s share registrar, Tricor Investor Services Limited, by post. Registered shareholders attending the AGM through the Vistra eVoting Portal will be able to vote and submit questions relevant to the proposed resolutions online.

Shareholders participating in the AGM virtually will also be counted towards the quorum.

For beneficial owners or non-registered Shareholders whose Shares are held in the Central Clearing and Settlement System (CCASS) through banks, brokers, custodians or HKSCC Nominees Limited who wish to virtually attend the AGM, vote and submit questions relevant to the proposed resolutions online, they should consult their banks, brokers, custodians or HKSCC Nominees Limited for the necessary arrangements and the personalised login credentials will be sent to them upon receipt of request through the banks, brokers, custodians or HKSCC Nominees Limited.

2. For the purpose of determining the identity of the shareholders entitled to attend and vote at the meeting, the register of members of the Company will be closed from Thursday, May 22, 2025 to Tuesday, May 27, 2025, both dates inclusive, during which period no transfer of shares will be effected. Shareholders whose names appear on the register of members of the Company on May 27, 2025 are entitled to attend and vote at the AGM. All transfers accompanied by the relevant certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, May 21, 2025.

3. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company. Completion and return of the form of proxy will not preclude a member of the Company from attending the annual general meeting and vote in person or via online. In such event, his form of proxy will be deemed to have been revoked. For the avoidance of doubt and for the purposes of the Listing Rules, holders of treasury Shares of the Company (if any) are not entitled to vote at the Company's general meetings.
4. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, either in person or via online or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or via online or by proxy, will be accepted to the exclusion of the votes of the other joint holders.
5. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorised, and must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding of the Meeting (i.e. not later than 10 a.m. on Sunday, May 25, 2025).
6. With respect to resolution numbered 2 of this notice, Mr. JIANG Hua, Ms. XIAO Yan, Mr. ZHANG Junyi, Mr. ZHANG Senquan and Mr. LI Maoxiang shall retire from office of directorship and shall offer themselves for re-election in accordance with the Articles of Association. Details of their information which are required to be disclosed under the Listing Rules are set out in Appendix II to the Circular.

*As at the date of this notice, the Board comprises (i) Mr. Jiang Hua as executive director; (ii) Mr. Gao Rui, Ms. Xiao Yan, Mr. Liang Weiqiang, Mr. Zhong Xiangping and Ms. Bai Hui as non-executive directors; and (iii) Mr. Zhang Junyi, Mr. Zhang Senquan and Mr. Li Maoxiang as independent non-executive directors.*