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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

**If you have sold or transferred** all your shares in Wanka Online Inc. (萬咖壹聯有限公司\*), you should at once hand this circular, together with the enclosed proxy form, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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**WANKAONLINE****WANKA ONLINE INC.****萬咖壹聯有限公司\****(Incorporated in the Cayman Islands with limited liability)***(Stock code: 1762)**

**PROPOSALS FOR  
RE-ELECTION OF RETIRING DIRECTORS,  
RENEWAL OF GENERAL MANDATES TO  
REPURCHASE AND ISSUE SHARES,  
RE-APPOINTMENT OF INDEPENDENT AUDITORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of Wanka Online Inc. (萬咖壹聯有限公司\*) to be held at 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Thursday, 6 June 2019 at 9:30 a.m. is set out on pages 15 to 19 of this circular. A proxy form for use at the Annual General Meeting is also enclosed. Such proxy form is also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.wankaonline.com](http://www.wankaonline.com)).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed proxy form in accordance with the instructions printed thereon and return it to the Hong Kong Share Registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 9:30 a.m. on Tuesday, 4 June 2019) or the adjourned meeting (as the case may be). Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the Annual General Meeting if they so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.

\* for identification purposes only

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Thursday, 6 June 2019 at 9:30 a.m.
“Articles of Association”	the amended and restated articles of association of the Company adopted on 3 November 2018 and effective since 21 December 2018, as amended from time to time
“Board”	the board of Directors
“Company”	Wanka Online Inc. (萬咖壹聯有限公司*), an exempted company with limited liability incorporated under the laws of the Cayman Islands on 7 November 2014 and the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 1762)
“Director(s)”	the director(s) of the Company
“Group”	the Company, its subsidiaries and consolidated affiliated entities from time to time
“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
“Hong Kong Share Registrar”	Tricor Investor Services Limited, which is located at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong
“Issue Mandate”	an unconditional general mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution approving the granting of such general mandate by the Shareholders

\* for identification purposes only

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## DEFINITIONS

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“Latest Practicable Date”	14 April 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Date”	21 December 2018, the date the Shares were listed on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	an unconditional general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares on the Stock Exchange or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose of not exceeding 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution approving the granting of such general mandate by the Shareholders
“RSU(s)”	restricted share units granted pursuant to the 2016 Share Incentive Scheme
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) in the share capital of the Company with a par value of US\$0.0000002
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-Backs, as amended, supplemented or otherwise modified from time to time
“United States”, “U.S.” or “US”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US\$”	United States dollars, the lawful currency of the United States

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## DEFINITIONS

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“%”

per cent

“2016 Share Incentive Scheme”

the share incentive scheme adopted by the Company on 6 January 2016 which was amended, restated and replaced in its entirety by a restricted share unit scheme on 24 May 2018, the details of which are set out in the section headed “Appendix IV – Statutory and General Information – D. Share Incentive Schemes – 1. 2016 Share Incentive Scheme” of the prospectus of the Company dated 11 December 2018

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## LETTER FROM THE BOARD

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# WANKAONLINE

## WANKA ONLINE INC.

### 萬咖壹聯有限公司\*

(Incorporated in the Cayman Islands with limited liability)  
(Stock code: 1762)

*Executive Directors:*

Mr. GAO Dinan (Chairman and  
Chief Executive Officer)  
Mr. ZHENG Wei (Vice Chairman)  
Ms. ZHOU Yan

*Non-executive Directors:*

Ms. XIE Guowang  
Mr. SONG Chunyu  
Mr. ZHU Jing

*Independent Non-executive Directors:*

Mr. CHEN Baoguo  
Mr. LIANG Zhanping  
Ms. ZHAO Xuemei

*Registered Office:*

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

*Head Office and Principal Place of  
Business in China:*

4/F, Building No. 6  
Runfeng Deshang Yuan  
60 Anli Road  
Chaoyang  
Beijing  
People's Republic of China

*Principal Place of Business in  
Hong Kong:*

1001 Admiralty Centre Tower 1  
18 Harcourt Road  
Hong Kong

25 April 2019

*To the Shareholders*

Dear Sir/Madam,

**PROPOSALS FOR  
RE-ELECTION OF RETIRING DIRECTORS,  
RENEWAL OF GENERAL MANDATES TO  
REPURCHASE SHARES AND ISSUE SHARES,  
RE-APPOINTMENT OF INDEPENDENT AUDITORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

### 1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of certain resolutions to be proposed at the Annual General Meeting, details of which are set forth below in this circular.

\* for identification purposes only

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## LETTER FROM THE BOARD

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### **2. RE-ELECTION OF RETIRING DIRECTORS**

In accordance with Articles 84 (1) of the Articles of Association, Mr. GAO Dinan, Mr. ZHENG Wei and Ms. ZHOU Yan will retire at the Annual General Meeting and, being eligible, will offer themselves for re-election at the Annual General Meeting. The nomination committee of the Company has also recommended to the Board that the retiring Directors are eligible for re-election.

The biographical details of the retiring Directors proposed to be re-elected are set out in Appendix I to this circular.

### **3. RE-APPOINTMENT OF INDEPENDENT AUDITORS**

The Board proposes to re-appoint Ernst & Young as the auditors of the Company to hold office until the conclusion of the next annual general meeting. A resolution will also be proposed to authorise the Board to fix the auditors' remuneration. Ernst & Young has indicated its willingness to be re-appointed as the Company's auditors for the said period.

### **4. GENERAL MANDATE TO REPURCHASE SHARES**

Pursuant to a resolution passed by the Shareholders on 3 November 2018, an unconditional general mandate was granted to the Directors to exercise the powers of the Company to repurchase its own Shares. Such general mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to renew and grant the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares on the Stock Exchange or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose of not exceeding 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution item 4 of the notice of the Annual General Meeting.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,273,216,350 Shares. Assuming that there is no change in the issued Shares between the period from the Latest Practicable Date and the date of the Annual General Meeting, the maximum number of Shares which would be allowed to be repurchased under the Repurchase Mandate will be 127,321,635 Shares. The Directors have no immediate plan to exercise the Repurchase Mandate.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate is set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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### 5. GENERAL MANDATE TO ISSUE SHARES

Pursuant to a resolution passed by the Shareholders on 3 November 2018, an unconditional general mandate was granted to the Directors to issue Shares. Such general mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to renew and grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution item 5 of the notice of the Annual General Meeting.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,273,216,350 Shares. Assuming that there is no change in the issued Shares between the period from the Latest Practicable Date and the date of the Annual General Meeting, the maximum number of Shares which would be allowed to be allotted, issued or dealt with under the Issue Mandate will be 254,643,270 Shares.

A separate ordinary resolution item 6 to extend the Issue Mandate by adding the number of Shares repurchased by the Company pursuant to the Repurchase Mandate will also be proposed at the Annual General Meeting.

The Issue Mandate (including the extended Issue Mandate) and the Repurchase Mandate, if granted, shall continue to be in force during the period from the date of passing of the resolutions for the approval of the Issue Mandate (including the extended Issue Mandate) and the Repurchase Mandate up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Articles of Association to be held; or (iii) the revocation or variation of the Issue Mandate (including the extended Issue Mandate) or the Repurchase Mandate (as the case may be) by ordinary resolution of the Shareholders in a general meeting, whichever occurs first.

### 6. ANNUAL GENERAL MEETING

The notice of the Annual General Meeting is set out on pages 15 to 19 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of such meeting, in good faith, decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A proxy form for use at the Annual General Meeting is enclosed with this circular and such proxy form is also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.wankaonline.com](http://www.wankaonline.com)). Pursuant to Article 66 of the Articles of Association, subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of Shares, at any general meeting on a poll every Shareholder present in person (or in the case of a Shareholder being a corporation,



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## LETTER FROM THE BOARD

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by its duly authorised representative) or by proxy shall have one vote for each fully paid Share registered in his name in the Company's register of members. A shareholder entitled to more than one vote needs not use all his votes or cast all the votes he uses in the same way.

For determining the entitlement to attend and vote at the above meeting, the Register of Members of the Company will be closed from Monday, 3 June 2019 to Thursday, 6 June 2019, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 31 May 2019.

To be valid, the proxy form must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power of attorney or authority at the Hong Kong Share Registrar as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 9:30 a.m. on Tuesday, 4 June 2019) or any adjournment thereof. Completion and delivery of the proxy form will not preclude you from attending and voting at the Annual General Meeting if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.

### 7. 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 enquires, 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.

### 8. RECOMMENDATION

The Directors consider that the proposed resolutions mentioned in this circular, including re-election of retiring Directors, re-appointment of independent auditors and the granting of the Repurchase Mandate and the Issue Mandate are in the best interests of the Company and the Shareholders, taken as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed relating to the aforementioned matters at the Annual General Meeting.

Yours faithfully,  
For and on behalf of the Board of  
**Wanka Online Inc.**  
萬咖壹聯有限公司\*  
**GAO Dinan**  
Chairman

\* for identification purposes only

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## APPENDIX I      BIOGRAPHICAL DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

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The following are biographical details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

### (1) Mr. GAO Dinan

Mr. GAO Dinan (高弟男), aged 40, is our founder, an executive Director and the chairman of the Board, and has served as our chief executive officer since March 2014, being responsible for overall management of the business, strategy and corporate development of our Group. Mr. GAO has 14 years of experience in the technology industry.

Prior to founding our Group, Mr. GAO served as a business director of mobile business department of Baidu Online Network Technology (Beijing) Co., Ltd. (百度在線網路技術(北京)有限公司) from June 2008 to March 2014, a subsidiary of Baidu, Inc. (百度公司) which is a company listed on Nasdaq (stock symbol: BIDU), specialising in Internet-related services and products and artificial intelligence.

Mr. GAO obtained a master degree in business administration from Beijing University of Posts and Telecommunications (北京郵電大學) in July 2008.

Save as disclosed above, Mr. GAO does not have any relationship with any Directors, senior management or substantial or controlling Shareholders nor does he hold any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Mr. GAO has entered into a service agreement with the Company as executive Director on 3 November 2018 for a period of three years or until the third annual general meeting of the Company, whichever is sooner. Mr. GAO is subject to retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the Articles of Association. Under the service agreement, Mr. GAO is not entitled to any remuneration in connection with the performance of his duties under the appointment as executive Director. He is entitled to the reimbursement of all reasonable out-of-pocket expenses properly and reasonably incurred in relation to the business of the Company or in the discharge of his duties as director. The Company shall pay or provide to Mr. GAO such additional benefits as the Board shall in its absolute discretion deem appropriate.

As at the Latest Practicable Date, Mr. GAO is deemed to be interested in the entire Shares (i) held by Wanka Media Limited, a company wholly owned by him and is interested in 262,284,300 Shares; and (ii) held by Mr. ZHENG Wei and his wholly-owned company, Countryside Tech Inc., which is interested in 212,798,500 Shares, as Mr. GAO has a joint interest, within the meaning of Part XV of the SFO.

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**APPENDIX I                      BIOGRAPHICAL DETAILS OF THE RETIRING DIRECTORS  
PROPOSED TO BE RE-ELECTED**

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Save as disclosed above, there is no information which is discloseable nor is Mr. GAO involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. GAO that need to be brought to the attention of the Shareholders.

**(2) Mr. ZHENG Wei**

Mr. ZHENG Wei (鄭煒), aged 41, is our executive Director and the vice chairman of the Board. Since he joined our Group in March 2016, Mr. ZHENG has been primarily responsible for managing overall strategy and developing the relationship with investors. He has 11 years of experience in the technology industry.

Prior to joining our Group, Mr. ZHENG served as a partner of Northern Light Investment Advisory (Beijing) Co., Ltd. (北極光投資顧問(北京)有限公司) from July 2015 to February 2016. Mr. ZHENG served as the general manager of the creation development department and business cooperation department as well as a vice general manager in the mobile service group of Baidu Online Network Technology (Beijing) Co., Ltd. from July 2007 to July 2015.

Mr. ZHENG obtained a bachelor degree in engineering mechanics and a master degree in solid mechanics from Tsinghua University (清華大學) in July 1999 and in July 2001, respectively. He also obtained a degree of Ph.D. in informatics from Peking University (北京大學) in July 2014.

Save as disclosed above, Mr. ZHENG does not have any relationship with any Directors, senior management or substantial or controlling Shareholders nor does he hold any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Mr. ZHENG has entered into a service agreement with the Company as executive Director on 3 November 2018 for a period of three years or until the third annual general meeting of the Company, whichever is sooner. Mr. ZHENG is subject to retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the Articles of Association. Under the service agreement, Mr. ZHENG is not entitled to any remuneration in connection with the performance of his duties under the appointment as executive Director. He is entitled to the reimbursement of all reasonable out-of-pocket expenses properly and reasonably incurred in relation to the business of the Company or in the discharge of his duties as director. The Company shall pay or provide to Mr. ZHENG such additional benefits as the Board shall in its absolute discretion deem appropriate.

As at the Latest Practicable Date, Mr. ZHENG is deemed to be interested in the entire Shares (i) held by Countryside Tech Inc., a company wholly owned by him and is interested in 212,798,500 Shares; and (ii) held by Mr. GAO Dinan and his wholly-owned company, Wanka Media Limited, which is interested in 262,284,300 Shares, as Mr. ZHENG has a joint interest, within the meaning of Part XV of the SFO.

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## APPENDIX I      BIOGRAPHICAL DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

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Save as disclosed above, there is no information which is discloseable nor is Mr. ZHENG involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. ZHENG that need to be brought to the attention of the Shareholders.

### (3) Ms. ZHOU Yan

Ms. ZHOU Yan (周豔), aged 41, is our executive Director and chief financial officer. Ms. ZHOU is primarily responsible for the management of financial strategy of our Group. Ms. ZHOU joined our Group in March 2017 and has served as the chief financial officer of our Company since then. She was appointed as an executive Director in June 2018. Ms. ZHOU has 14 years of experience in corporate finance.

Prior to joining our Group, Ms. ZHOU served as senior management of the finance department of Tsinghua Holding Co., Ltd. (清華控股有限公司) from June 2016 to February 2017. From July 2015 to May 2016, she served as the general manager of the finance department in Tsinghua Holding Venture Capital Co., Ltd. (清控創業投資有限公司). From April 2014 to June 2015, she served as the general manager of finance department in Tsinghua Holdings Human Settlements Construction Group Co., Ltd. (清控人居建設(集團)有限公司). From July 2010 to March 2014, she served as a vice general manager of finance department in Beijing Enterprises Holding Investment Management Co., Ltd. (北京控股投資管理有限公司), a subsidiary of Beijing Enterprises Holding Limited (北京控股有限公司) that is listed on the Stock Exchange (stock code: 392). From December 2008 to February 2010, she served as a senior accountant at Beijing Futian Cummins Engine Co., Ltd. (北京福田康明斯發動機有限公司), a subsidiary of Cummins Inc. that is a company listed on New York Stock Exchange (stock symbol: CMI). From July 2004 to November 2008, she served as an accountant at Beijing BOE Optoelectronics Technology Co., Ltd. (北京京東方光電科技有限公司), a subsidiary of BOE Technology Group Co., Ltd. (北京京東方科技集團股份有限公司) which is listed on Shenzhen Stock Exchange (stock code: 000725 and 200725).

Ms. ZHOU obtained a master degree in accounting from Jilin University of Finance and Economics (吉林財經大學) in July 2004. Ms. ZHOU obtained a fund qualification certificate granted by China Securities Investment Fund Association (中國證券投資基金業協會) in April 2016, and a tax accountant qualification certificate granted by China Association of Chief Accountants (中國總會計師協會) in September 2012. She has been a senior-level accountant granted by Beijing Municipal Bureau of Human Resources and Social Security (北京市人力資源與社會保障局) since October 2017.

Save as disclosed above, Ms. ZHOU does not have any relationship with any Directors, senior management or substantial or controlling Shareholders nor does she hold any other directorship in other public companies the securities of which are listed on any securities markets in Hong Kong or overseas in the last three years.

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**APPENDIX I                      BIOGRAPHICAL DETAILS OF THE RETIRING DIRECTORS  
PROPOSED TO BE RE-ELECTED**

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Ms. ZHOU has entered into a service agreement with the Company as executive Director on 3 November 2018 for a period of three years or until the third annual general meeting of the Company, whichever is sooner. Ms. ZHOU is subject to retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the Articles of Association. Under the service agreement, Ms. ZHOU is not entitled to any remuneration in connection with the performance of her duties under the appointment as executive Director. She is entitled to the reimbursement of all reasonable out-of-pocket expenses properly and reasonably incurred in relation to the business of the Company or in the discharge of her duties as director. The Company shall pay or provide to Ms. ZHOU such additional benefits as the Board shall in its absolute discretion deem appropriate.

As at the Latest Practicable Date, Ms. ZHOU is interested in RSUs granted to her under the 2016 Share Incentive Scheme entitling her to receive 5,000,000 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information which is discloseable nor is Ms. ZHOU involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Ms. ZHOU that need to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution item 4 to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.

## **1.    SHARE CAPITAL**

As at the Latest Practicable Date, the total number of issued Shares was 1,273,216,350 Shares.

Subject to the passing of the ordinary resolution set out in item 4 of the notice of the Annual General Meeting in respect of the granting of the Repurchase Mandate and on the basis that the total number of issued Shares remains unchanged on the date of the Annual General Meeting, i.e. being 1,273,216,350 Shares, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a total of 127,321,635 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

## **2.    REASONS FOR SHARE REPURCHASE**

The Directors believe that the granting of the Repurchase Mandate is in the best interests of the Company and the Shareholders.

Shares repurchase may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

The Directors have no present intention to cause the Company to repurchase any Shares and they would exercise the power to repurchase only in circumstances where they consider that the repurchase would be in the best interests of the Company and its Shareholders.

## **3.    FUNDING OF SHARE REPURCHASE**

Repurchase of the Shares must be funded out of funds legally available for such purpose in accordance with the Articles of the Association and the applicable laws and regulations of the Cayman Islands. Our Directors may not repurchase the Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Subject to the foregoing, our Directors may make repurchases with profits of the Company or out of a new issuance of shares made for the purpose of the repurchase or, if authorised by the Articles of the Association and subject to the Cayman Companies Law, out of capital and, in the case of any premium payable on the repurchase, out of profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorised by the Articles of the Association and subject to Cayman Companies Law, out of capital.

#### 4. IMPACT OF SHARE REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2018) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

#### 5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during the period from the Listing Date up to and including the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
December 2018 (since the Listing Date)	3.19	3.00
January 2019	3.89	3.08
February 2019	3.92	3.46
March 2019	5.18	3.62
April 2019 (up to the Latest Practicable Date)	5.01	4.61

#### 6. GENERAL

None of the Directors nor, to the best of their knowledge and having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to repurchase Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.



## 7. TAKEOVERS CODE

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

As at the Latest Practicable Date, Mr. GAO Dinan and Mr. ZHENG Wei (the “**Controlling Shareholders**”) are beneficially interested in 475,082,800 Shares, representing approximately 37.31% of the issued share capital of the Company. If the Directors were to exercise the Repurchase Mandate in full, the Shares held by the Controlling Shareholders would represent approximately 41.46% of the then issued share capital of the Company after repurchasing of the Shares and assuming no issue of new Shares. The Directors believe that such increases may give rise to an obligation on the part of the concert parties, namely Mr. GAO Dinan and Mr. ZHENG Wei, to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. The Directors have no present intention to repurchase the Shares to the extent that will trigger the obligations under the Takeovers Code for the concert parties to make a mandatory offer.

The Listing Rules prohibit a company from making any repurchase on the Stock Exchange if the result of such repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the Company's issued share capital would be publicly held. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would result in the aggregate number of Shares held by the public fall below the relevant prescribed minimum percentage required by the Stock Exchange.

## 8. SHARE REPURCHASE MADE BY THE COMPANY

During the period from the Listing Date up to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).



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## NOTICE OF ANNUAL GENERAL MEETING

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# WANKAONLINE

## WANKA ONLINE INC.

### 萬咖壹聯有限公司\*

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

**(Stock code: 1762)**

Notice is hereby given that the annual general meeting (the “**Annual General Meeting**”) of Wanka Online Inc. (the “**Company**”) will be held at 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Thursday, 6 June 2019 at 9:30 a.m. for the following purposes:

### **Ordinary Resolutions**

1. To receive the audited consolidated financial statements of the Company, the reports of the directors (the “**Directors**”) and the reports of independent auditor for the year ended 31 December 2018.
2.
  - (a) To re-elect Mr. GAO Dinan as executive Director and chairman;
  - (b) To re-elect Mr. ZHENG Wei as executive Director and vice chairman;
  - (c) To re-elect Ms. ZHOU Yan as executive Director; and
  - (d) To authorise the board (the “**Board**”) of Directors to fix the remuneration of the Directors.
3. To re-appoint Ernst & Young as auditors of the Company and to authorise the Board to fix the auditors’ remuneration.
4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

#### **“THAT:**

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose in accordance with all applicable laws, rules and regulations;

\* for identification purposes only

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company of US\$0.0000002 par value as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (c) for the purposes 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 of the Company or any applicable laws to be held; and
  - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”
5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares of US\$0.0000002 each in the capital of the Company or securities convertible into shares and to make or grant offers, agreements or options (including but not limited to warrants, bonds and debentures convertible into shares) which would or might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorise the directors of the Company to make or grant offers, agreements or options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

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## NOTICE OF ANNUAL GENERAL MEETING

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(c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

- (i) a Rights Issue (as defined below);
- (ii) the exercise of any subscription rights or conversion rights attaching to any warrants (including but not limited to warrants, bonds and debentures convertible into shares) which may be allotted and issued by the Company from time to time;
- (iii) the exercise of options under a share option scheme of the Company or the issue of shares which may be awarded under a share award scheme of the Company;
- (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company; and
- (v) a specific authority granted by the shareholders of the Company in general meeting,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

(d) for the purposes 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 of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

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## NOTICE OF ANNUAL GENERAL MEETING

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“**Rights Issue**” means an offer of shares or an issue of warrants, options or other securities giving rights to subscribe for shares of the Company open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange).”

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

“**THAT** conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate number of shares of the Company of US\$0.0000002 each which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 4 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares of the Company of US\$0.0000002 each as at the date of passing of this resolution.”

By Order of the Board of  
**Wanka Online Inc.**  
萬咖壹聯有限公司\*  
**GAO Dinan**  
*Chairman*

Hong Kong, 25 April 2019

\* *for identification purposes only*

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint more than one proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant proxy form.

On a show of hands, every shareholder of the Company who is present in person (or, in the case of a corporation, by its duly authorised representative) or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a shareholder of the Company which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. In the case of a poll, every shareholder of the Company present in person or by proxy or, in the case of a shareholder of the Company being a corporation, by its duly authorised representative shall be entitled to one vote for each fully paid share of the Company held by him. A person entitled to more than one vote on a poll need not use all his votes or cast all the votes he uses in the same way.

Where there are joint holders of any share, any one of such joint holder may vote, 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 meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

3. In order to be valid, the proxy form together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 9:30 a.m. on Tuesday, 4 June 2019) or the adjourned meeting (as the case may be). Delivery of the proxy form shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the above meeting, the Register of Members of the Company will be closed from Monday, 3 June 2019 to Thursday, 6 June 2019, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 31 May 2019.
5. If a tropical cyclone warning signal no. 8 or above, or a black rainstorm warning is hoisted any time after 8.00 a.m. on the date of the Annual General Meeting, the Annual General Meeting will be postponed. Shareholders may visit the website of the Company ([www.wankaonline.com](http://www.wankaonline.com)) or the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) for details of the postponement and alternative meeting arrangement. The Annual General Meeting will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the Annual General Meeting under bad weather condition bearing in mind their own situations and if they do so, they are advised to exercise care and caution.

*As at the date of this announcement, the board of directors of the Company comprises Mr. GAO Dinan, Mr. ZHENG Wei and Ms. ZHOU Yan as executive Directors; Ms. XIE Guowang, Mr. SONG Chunyu and Mr. ZHU Jing as non-executive Directors; and Mr. CHEN Baoguo, Mr. LIANG Zhanping and Ms. ZHAO Xuemei as independent non-executive Directors.*