
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Inke Limited, you should at once hand this circular and the accompanying form of proxy 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 disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



Inke Limited

映客互娛有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3700)

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

A notice convening the annual general meeting of Inke Limited to be held at Swan Lakeview Hotel, No.1 Yanxiu Road, Yanqi Lake, Huairou District, Beijing, China on Wednesday, 19 June 2019 at 2:00 p.m., at which, among other things, the above proposals will be considered, which set out on pages 15 to 18 of this circular.

Whether or not you intend to attend the annual general meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon 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 of the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

CONTENTS

	<i>Page</i>
Responsibility Statement	ii
Definitions	1
Letter from the Board	3
Appendix I — Explanatory Statement on Repurchase Mandate	7
Appendix II — Details of the retiring Directors proposed to be re-elected at the Annual General Meeting	10
Notice of Annual General Meeting	15

RESPONSIBILITY STATEMENT

This circular, for which the Directors (as defined herein) of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules (as defined herein) for the purpose of giving information with regard to the Company. The Directors (as defined herein), 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.

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at Swan Lakeview Hotel, No.1 Yanxiu Road, Yanqi Lake, Huairou District, Beijing, China on Wednesday, 19 June 2019 at 2:00 p.m.
“Articles”	the articles of association of the Company
“associates”	has the meaning as defined under the Listing Rules
“Board”	the board of Directors
“Capitalization Issue”	the issue of 1,711,510,776 Shares made upon capitalization of certain sums standing to the credit of the share premium account of the Company
“Company”	Inke Limited, an exempted company incorporated in the Cayman Islands with limited liability on 24 November 2017
“Companies Law”	the Companies Law (2016 Revision) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Controlling Shareholders”	Mr. Feng Yousheng, Fantastic Live Holdings Limited, Ms. Liao Jieming, Luckystar Live Holdings Limited, Generous live LIMITED, Mr. Hou Guangling, Horizon Live Holdings Limited and Evergreen live LIMITED
“Director(s)”	director(s) of the Company
“Global Offering”	the Hong Kong Public Offering and the International Offering
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Public Offering”	the conditional offering by the Company of 30,234,000 offer Shares for subscription in Hong Kong at the offer price of HK\$3.85 per Share and subject to the terms and conditions as described in the Prospectus
“International Offering”	the conditional offering of the 272,106,000 offer Shares, at the offer price of HK\$3.85 per Share with professional, institutional and individual investors by the underwriters on behalf of the Company

DEFINITIONS

“Issue Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares of up to 20 per cent. of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate and adding thereto any Shares representing the aggregate number of Shares repurchased by the Company pursuant to the authority granted under the Repurchase Mandate
“Latest Practicable Date”	17 April 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Date”	12 July 2018, being the date of listing of Shares on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Prospectus”	prospectus of the Company dated 28 June 2018
“Repurchase Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to repurchase such number of issued and fully paid Shares of up to 10 per cent. of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate
“SFO”	Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong)
“Share(s)”	ordinary shares of US\$0.001 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$” and “cents”	Hong Kong dollars and cents, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



Inke Limited

映客互娛有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3700)

Executive Directors:

FENG Yousheng (*Chairman*)

LIAO Jieming

HOU Guangling

Registered Office:

PO Box 309

Ugland House

Grand Cayman KY1-1104

Cayman Islands

Non-executive Director:

LIU Xiaosong

Principal place of business in Hong Kong:

40th Floor, Sunlight Tower

No. 248 Queen's Road East

Wanchai, Hong Kong

Independent Non-executive Directors:

David CUI

DU Yongbo

LI Hui

26 April 2019

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES
AND
RE-ELECTION OF RETIRING DIRECTORS**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed to seek approval of the Shareholders in respect of, among other matters, (i) the granting to the Directors the Issue Mandate and the Repurchase Mandate and (ii) the re-election of retiring Directors.

LETTER FROM THE BOARD

GENERAL MANDATES

Pursuant to the written resolutions of the then Shareholder passed on 23 June 2018, the Directors were granted by the then Shareholder (i) a general unconditional mandate to allot, issue and deal in Shares not exceeding 20% of the aggregate number of Shares of the Company in issue immediately following the completion of the Capitalization Issue and the Global Offering; (ii) a general unconditional mandate to repurchase Shares up to 10% of the aggregate number of Shares of the Company in issue immediately following the completion of the Capitalization Issue and the Global Offering; and (iii) to extend the general mandate mentioned in (i) above by the addition of an amount representing the aggregate number of Shares of the Company repurchased by the Company pursuant to the mandate to repurchase Shares referred to (ii) above.

The above general mandates will continue in force until (i) the conclusion of the AGM; or (ii) the date by which the AGM is required by the Articles or any applicable law(s); or (iii) the revocation or variation by ordinary resolution of the Shareholders in general meeting, whichever occurs first. It is therefore proposed to seek your approval by way of ordinary resolutions to be proposed at the AGM to approve the Issue Mandate and the Repurchase Mandate. The Directors wish to state that they have no immediate plan to issue any Shares or repurchase any Shares pursuant thereto. Please refer to resolutions numbered 4 to 6 set out in the notice of AGM on pages 15 to 18 of this circular for details of the proposed Issue Mandate and Repurchase Mandate.

As at the Latest Practicable Date, the number of issued Shares of the Company was 2,060,915,000 Shares, assume no further Shares are to be issued or repurchased prior to the AGM, the Issue Mandate will grant to the Directors an authority to issue up to 412,183,000 Shares.

EXPLANATORY STATEMENT

An explanatory statement containing all relevant information relating to the proposed Repurchase Mandate is set out in the Appendix I to this circular. The explanatory statement is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate at the AGM.

RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of seven Directors, namely Mr. FENG Yousheng, Ms. LIAO Jieming, Mr. HOU Guangling, Mr. LIU Xiaosong, Mr. David CUI, Mr. DU Yongbo and Dr. LI Hui.

In accordance with Article 16.2 of the Articles, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting. Accordingly, Ms. LIAO Jieming, Mr. HOU Guangling and Mr. LIU Xiaosong, who were appointed as the Directors on 9 March 2018 will retire from office at the AGM and, being eligible, offer themselves for re-election.

LETTER FROM THE BOARD

In accordance with Article 16.3 of the Articles, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election. Accordingly, Mr. FENG Yousheng, Mr. David CUI, Mr. DU Yongbo and Dr. LI Hui will retire from office at the AGM and, being eligible, offer themselves for re-election.

Details of the above-mentioned Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular, which indicates how the Directors to be elected contribute to the diversity of the Board.

Procedure and Process for Nomination of Directors

The Nomination Committee will recommend to the Board for the appointment of a Director including an independent non-executive director in accordance with the following selection criteria and nomination procedures:

- (a) identify individuals who are suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships, having due regard to the Company's Board Diversity Policy, the requirements in the Company's constitution, the Listing Rules and applicable laws and regulations, and the relevant candidates' contributions to the Board in terms of qualifications, skills, experiences, independence and gender diversity;
- (b) assess the independence of independent non-executive Director to determine their eligibility with reference to the factors set out in Rule 3.13 of the Listing Rules and any other factors deemed appropriate by the Nomination Committee or the Board. If a proposed independent non-executive Director will be holding their seventh (or more) listed company directorship, to assess his/her ability to devote sufficient time to the Board matters; and
- (c) develop the criteria for identifying and assessing the qualifications of and evaluating candidates for directorship, including but not limited to evaluating the balance of skills, knowledge and experience on the Board, and in the light of this evaluation prepared a description of the role and capabilities required for a particular appointment.

Recommendation of the Nomination Committee

The Nomination Committee has considered Mr. David CUI's extensive experience in public accounting and financial management, his working profile and other experience and factors as set out in his biographical details in Appendix I to this circular. The Nomination Committee is satisfied that Mr. David CUI has the required character, integrity and experience to continuously fulfil his role as an independent non-executive Director effectively. The Board believed that his re-election as the independent non-executive Director would be in the best interests of the Company and its Shareholders as a whole.

The Nomination Committee has considered Mr. DU Yongbo's extensive experience in investment banking and investment management in the technology, media and telecom industry, his working profile and other experience and factors as set out in his biographical details in Appendix I to this circular. The Nomination Committee is satisfied that Mr. DU Yongbo has the required character, integrity and experience to continuously fulfil his role as an independent non-executive Director effectively. The Board believed that his re-election as the independent non-executive Director would be in the best interests of the Company and its Shareholders as a whole.

The Nomination Committee has considered Dr. LI Hui's extensive experience in high-tech industry in both US and China, his working profile and other experience and factors as set out in his biographical details

LETTER FROM THE BOARD

in Appendix I to this circular. The Nomination Committee is satisfied that Dr. LI Hui has the required character, integrity and experience to continuously fulfil his role as an independent non-executive Director effectively. The Board believed that his re-election as the independent non-executive Director would be in the best interests of the Company and its Shareholders as a whole.

Furthermore, Mr. David CUI, Mr. DU Yongbo and Dr. LI Hui, being independent non-executive Directors eligible for re-election at the AGM, has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. During their appointment, they have demonstrated their ability to provide an independent view to the Company's matters. The Nomination Committee is of the view that they are able to continue to fulfill their roles as independent non-executive Directors and thus recommends them to the Board for it to propose to Shareholders for re-election at the AGM.

ANNUAL GENERAL MEETING

Set out on pages 15 to 18 of this circular is a notice convening the AGM to consider and, if appropriate, to approve, among others, the ordinary resolutions relating to the proposals for the granting of the Issue Mandate and the Repurchase Mandate and re-election of retiring Directors.

A form of proxy for use at the AGM is enclosed herewith. If you are not able to attend and/or vote at the AGM in person, you are requested to complete the form of proxy and return it to the Company's branch share registrar 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 of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of 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 procedural or administrative matter to be voted by a show of hands. Accordingly, each of the resolutions put to vote at the AGM will be taken by way of poll.

RECOMMENDATION

The Board considers that the ordinary resolutions in relation to the granting of the Issue Mandate and the Repurchase Mandate, and the re-election of retiring Directors to the proposed at the AGM are in the best interests of the Company and the Shareholders. Accordingly, the Board recommends the Shareholders to vote in favour of such resolutions at the AGM.

GENERAL

Your attention is also drawn to the appendices to this circular.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

By Order of the Board
Inke Limited
FENG Yousheng
Chairman and Executive Director

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,060,915,000 Shares. Subject to the passing of the resolution for repurchase of Shares and on the basis of no further new Shares will be issued or repurchased up to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 206,091,500 Shares, representing 10% of the existing issued Shares as at the Latest Practicable Date.

3. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

4. FUNDING OF REPURCHASES OF SHARES

Any repurchase of securities of the Company would be funded entirely from the cash flow or working capital facilities available to the Company, and will, in any event be made out of funds legally available for the purpose in accordance with the Articles and the applicable laws of the Cayman Islands and the Listing Rules. Such funds include, but are not limited to, profits available for distribution. Purchases may only be effected out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorized by its Articles and subject to the provisions of the Companies Law, out of capital. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorized by the Articles and subject to the provisions of the Companies Law, out of capital.

5. GENERAL

There might be a material adverse impact on the working capital or gearing position as compared with the position disclosed in the audited financial statements of the Company for the year ended 31 December 2018 in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period.

However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

6. SHARE PRICES

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

	Shares	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2018		
July (since the Listing Date)	5.48	3.09
August	3.28	1.79
September	3.23	2.26
October	2.76	2.04
November	2.50	2.11
December	2.28	1.82
2019		
January	2.02	1.73
February	2.36	1.72
March	2.17	1.78
April (up to and including the Latest Practicable Date)	2.45	1.93

7. UNDERTAKING

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

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate pursuant to the proposed resolution in accordance with the Listing Rules and the applicable laws of Cayman Islands.

8. CORE CONNECTED PERSON

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

9. TAKEOVERS CODE AND MINIMUM PUBLIC SHAREHOLDING

If on exercise of the powers of repurchase 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 for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (within the meaning under the Takeovers Code), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the Controlling Shareholders were interested in approximately 33.63% of the total issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, then the attributable interest of the Controlling Shareholders would be increased from 33.63% to approximately 37.37% of the total number of Shares in issue, such increase would give rise to a general offer obligation under the Takeovers Code. The Directors have no present intention to exercise the Repurchase Mandate to an extent such that the general offer obligation would be triggered and will not effect repurchases to such extent which would result in the number of Shares held by the public falling below the prescribed minimum percentage of 25% as required under the Listing Rules.

10. SHARE PURCHASE MADE BY THE COMPANY

The Company has repurchased a total of 5,200,000 Shares on the Stock Exchange during the six months immediately preceding the Latest Practicable Date, the details of which were as follows:

Date of buy-back	Number of Shares bought back	Highest price paid per share HK\$	Lowest price paid per share HK\$
27 March 2019	5,200,000	2.06	1.98

Save as disclosed above, the Company has not repurchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

The following set out the details of the Directors who retire and, being eligible, will offer themselves for re-election at the AGM pursuant to the Articles 16.2 and 16.3 of the Articles.

Executive Directors

Mr. FENG Yousheng (奉佑生), age 41, is a Founder, the Chairman and the Chief Executive Officer of the Group and an executive Director of the Company. Mr. Feng is primarily responsible for formulating and implementing the overall development strategies and business plans of the Group and overseeing the overall development and operations of the Group. He was appointed as a Director on 24 November 2017. In addition, Mr. Feng currently holds the position of director or other managing positions in several subsidiaries of the Company and Beijing Meelive. Specifically, he is the chief executive officer, director and chairman of Beijing Meelive, an executive director of Hunan Inke, a manager of Hunan Enjoy, an executive director of Beijing Inke Cheese, and an executive director of Guangdong Inke. Mr. Feng has also been an executive director and manager of Beijing Yingzhi Consulting Limited (北京映知諮詢有限公司) since July 2016. Prior to joining the Group, Mr. Feng has served several senior management and supervisory positions in different companies. Mr. Feng started his career as a clerk of the local government of Shaibeitan Township (永州金洞林場曬北灘瑤族鄉政府) from January 1998 to July 2001. He then started his career in the Internet industry, serving as an engineer in Guangdong Dadicom Chain Services Limited (廣東大地通訊連鎖服務有限公司) from August 2001 to June 2004. Afterwards, he served as the chief inspector of Shenzhen Huadong Feitian Network Development Co., Ltd. (深圳市華動飛天網路技術開發有限公司) from July 2004 to December 2010. From December 2010 to March 2015, he also served as the senior vice president of Beijing Caiyun Online Technologies Co., Ltd (北京彩雲在線技術開發有限公司). Mr. Feng has over 17 years of experience in the internet technology industry. Mr. Feng graduated from Hunan Chemical Engineering School (湖南省化學工業學校) chemical technology major in June 1997, and by taking online courses, he graduated from China University of Geosciences (中國地質大學) in July 2017 with a junior college degree in computer application technology.

Mr. Feng as an executive Director has signed a service contract with the Company for a term of three years, with effect from June 23, 2018. Under the service contract, Mr. Feng is entitled to a director's remuneration of HK\$640,000 per annum and discretionary bonus as determined by the Board. Mr. Feng's appointment is subject to the provisions of retirement and rotation of directors under the Company's Articles of Associations and the applicable Listing Rules. As at the Latest Practicable Date, Mr. Feng holds the entire share capital of Fantastic Live Holdings Limited, which in turn directly holds 358,798,000 Shares. Accordingly, Mr. Feng is deemed to be interested in the 358,798,000 Shares held by Fantastic Live Holdings Limited within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed above, Mr. Feng has no relationships with any directors, senior management or substantial or controlling shareholders of the Company, and does not or has not in the last three years held any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Ms. LIAO Jieming (廖潔鳴), age 38, is a Founder of the Group and an executive Director and Chief Operating Officer of the Company. Ms. Liao is primarily responsible for overseeing and managing the overall operations of the Group. She was appointed as a Director on 9 March 2018. She currently holds the position of a director or other positions in the Company's subsidiaries, subsidiaries of Beijing Meelive. She is a co-founder, an executive director and manager of Beijing Meelive, and has been an executive director of Shanghai Meelive since June 2016, the manager of Beijing Inke since July 2016 and an executive director of Hunan Enjoy since April 2017, and an executive director and general manager of Hunan Tiantianxiangshang since July 2017. She also served as a managing partner of Inke Yuanda from June 2016 to June 2017, and subsequently serves as a managing partner of Inke Huanzhong since June 2017.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Prior to joining the Group, Ms. Liao worked as a senior fashion editor at Trends Magazine Office (時尚雜誌社) Bride Editorial Department from February 2008 to February 2012. She then worked at the products department of Sina Technology (China) Co., Ltd. (新浪科技(中國)有限公司) as an editor from February 2012 to September 2012. From September 2013 to May 2014, Ms. Liao served as a senior editor at Trends Health Magazine Office (時尚健康雜誌社). Ms. Liao then worked at Duomi Online (formerly known as Beijing Caiyun Online Technologies Co., Ltd) as the director for operations since June 2014 to March 2015. Ms. Liao graduated from Tianjin Polytechnic University (天津工業大學) with a bachelor's degree in mechanical engineering and automation and a master's degree in artistic design in July 2003 and March 2007 respectively.

Ms. Liao as an executive Director has signed a service contract with the Company for a term of three years, with effect from June 23, 2018. Under the service contract, Ms. Liao is entitled to a director's remuneration of HK\$640,000 per annum and discretionary bonus as determined by the Board. Ms. Liao's appointment is subject to the provisions of retirement and rotation of directors under the Company's Articles of Associations and the applicable Listing Rules. As at the Latest Practicable Date, Ms. Liao holds the entire share capital of Luckystar Live Holdings Limited, which in turn directly holds 80,409,000 Shares. In addition, Ms. Liao, through Luckystar Live Holdings Limited, holds 89.99% of the total issued share capital in Generous live LIMITED, which in turn directly holds 86,746,000 Shares. Accordingly, Ms. Liao is deemed to be interested in the 80,409,000 Shares and 86,746,000 Shares directly held by each of Luckystar Live Holdings Limited and Generous live LIMITED within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed above, Ms. Liao has no relationships with any directors, senior management or substantial or controlling shareholders of the Company, and does not or has not in the last three years held any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. HOU Guangling (侯廣凌), age 34, is a Founder of the Group and an executive Director and Chief Technology Officer of the Company. Mr. Hou is primarily responsible for overseeing and managing the overall technology development of the Group. He was appointed as a Director on 9 March 2018. In addition, Mr. Hou currently holds other positions in certain subsidiaries of the Company. In particular, he is a co-founder and an executive director of Beijing Meelive, a manager of Guangdong Inke and a non-executive director of Beijing Qingliu Dingdian Technology Limited (北京清流鼎點科技有限公司) since December 2016. He served as a managing partner of Inke Huanzhong from June 2016 to June 2017, and subsequently serves as a managing director of Inke Changqing since June 2017. Prior to joining the Group, Mr. Hou worked at Duomi Online (formerly known as Beijing Caiyun Online Technologies Co., Ltd) as the director for research and development from July 2010 to February 2013. He then served as the director for research and development of Beijing Huanwu Yuedong Internet Technology Co., Ltd. (北京歡舞悅動網路科技有限公司) from March 2013 to August 2015. Mr. Hou has over seven years of experience in the internet technology industry. Mr. Hou earned a bachelor of engineering in electronic and information engineering from North University of China (中北大學) in July 2006. In addition, Mr. Hou earned a master of engineering in embedded systems engineering from Peking University (北京大學) in July 2010.

Mr. Hou as an executive Director has signed a service contract with the Company for a term of three years, with effect from June 23, 2018. Under the service contract, Mr. Hou is entitled to a director's remuneration of HK\$640,000 per annum and discretionary bonus as determined by the Board. Mr. Hou's appointment is subject to the provisions of retirement and rotation of directors under the Company's Articles of Associations and the applicable Listing Rules. As at the Latest Practicable Date, Mr. Hou holds the entire share capital of Horizon Live Holdings Limited, which in turn directly holds 80,409,000 Shares. In addition, Mr. Hou, through Horizon Live Holdings Limited, holds 97.99% of the total issued share capital in Evergreen live LIMITED, which in turn directly holds 86,746,000 Shares. Accordingly, Mr. Hou is

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

deemed to be interested in the 80,409,000 Shares and 86,746,000 Shares directly held by each of Horizon Live Holdings Limited and Evergreen live LIMITED within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed above, Mr. Hou has no relationships with any directors, senior management or substantial or controlling shareholders of the Company, and does not or has not in the last three years held any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Non-executive Director

Mr. LIU Xiaosong (劉曉松), aged 53, joined the Board as a non-executive Director on 9 March 2018 and is responsible for providing strategic advice and guidance on the business development of the Group. Mr. Liu has over 25 years of management experience and diversified experience in the internet technology, media and telecommunications industry. Mr. Liu currently serves as and has been serving as the chairman of A8 New Media Group Limited (A8新媒體集團有限公司, which shares are listed on the Main Board of the Stock Exchange under stock code 800) since October 2007. He is the chairman of Duomi Online, the Group's Angel Investor. He is one of the co-founders of Tencent Holdings Limited (a company listed on the Main Board of the Stock Exchange under stock code 700). Prior to serving as the chairman of A8 New Media Group Limited, Mr. Liu worked at China Electric Power Research Institute (中國電力科學研究院) as an engineer from September 1987 to October 1991. Subsequently, he served as a general manager of Shenzhen Xinlide Electronics Limited (深圳市信力德電子有限公司) from April 1994 to May 2000. Mr. Liu graduated from Hunan University (湖南大學) in July 1984 with a bachelor's degree in electrical engineering. In addition, Mr. Liu obtained his master's degree in engineering from China Electric Power Research Institute in September 1987. In 1991, Mr. Liu had studied at Tsinghua University for doctoral studies in electrical engineering.

Mr. Liu as a non-executive Director has signed an appointment letter with the Company for a term of three years, with effect from June 23, 2018. Under the appointment letter, Mr. Liu is entitled to a director's fee of HK\$330,000 per annum. Mr. Liu's appointment is subject to the provisions of retirement and rotation of directors under the Company's Articles of Associations and the applicable Listing Rules. As at the Latest Practicable Date, Mr. Liu is not interested in any shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed above, Mr. Liu has no relationships with any directors, senior management or substantial or controlling shareholders of the Company, and does not or has not in the last three years held any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Independent Non-executive Directors

Mr. David CUI (崔大偉), age 50, was appointed as the Company's independent non-executive Director on 23 June 2018, and is responsible for supervising and providing independent advice and judgment to the Board. Mr. Cui has extensive experience in public accounting and financial management. Mr. Cui currently serves as the chief financial officer of Huami Corporation (a company listed on the New York Stock Exchange (NYSE: HMI)) since August 2017. From August 2015 to April 2017, Mr. Cui is the chief financial officer of China Digital Video Holdings Limited, a company listed on the Hong Kong Stock Exchange with stock code 8280. During the period from January 1996 to August 2013, Mr. Cui worked in various roles including the chief financial officer in iKang Healthcare Group, Inc., a company listed on the NASDAQ (NASDAQ: KANG); an audit senior manager of Deloitte Touche Tohmatsu, Shanghai; the financial reporting manager of Symantec Corporation, California; an audit manager of Ernst & Young LLP, California; a senior auditor in the Audit and Advisory Services practice of Health Net, Inc., California, a company listed on the New York Stock Exchange (NYSE: HNT); and worked at various public accounting

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

firms in Canada and the United States. Mr. Cui obtained his bachelor's degree in business administration from Simon Fraser University, Canada in September 1997. He became a Chartered Accountant in Canada in February 2000 and a licensed Certified Public Accountant in the United States in July 2005.

Mr. Cui as an independent non-executive Director has signed an appointment letter with the Company for a term of three years, with effect from June 23, 2018. Under the appointment letter, Mr. Cui is entitled to a director's fee of HK\$330,000 per annum. Mr. Cui's appointment is subject to the provisions of retirement and rotation of directors under the Company's Articles of Associations and the applicable Listing Rules. As at the Latest Practicable Date, Mr. Cui is not interested in any shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed above, Mr. Cui has no relationships with any directors, senior management or substantial or controlling shareholders of the Company, and does not or has not in the last three years held any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. DU Yongbo (杜永波), age 48, was appointed as the Company's independent non-executive Director on 23 June 2018, and is responsible for supervising and providing independent advice and judgment to the Board. He has over 16 years of experience in investment banking and investment management in the technology, media and telecom industry. Mr. Du currently serves as an executive director of China Renaissance Holdings Limited since August 2011 and as the managing director of Shanghai HuaSheng Youge Equity Investment Management Limited (上海華晟優格股權投資管理有限公司) since January 2016. Mr. Du also served as an executive director of China Renaissance Pan-Asia Investment Consulting (Beijing) Limited (華興泛亞投資顧問(北京)有限公司) from April 2006 to December 2015. Prior to joining the China Renaissance Group, Mr. Du served as the procurement manager of Samsung Electronics Huizhou Co., Ltd. (惠州三星電子有限公司) from July 1993 to January 1995. He then served as the vice-general manager of the planning department of a subsidiary of Legend Group now known as Lenovo Group (聯想集團) in Beijing from April 1995 to October 1998 and as the general manager of a software development entity within Lenovo Group from November 1998 to October 1999. Subsequently, he served as the director of investment projects of Lenovo Group from January 2002 to May 2006. Mr. Du graduated from Tsinghua University (清華大學) in July 1993 with dual bachelor's degrees, one in utilization of nuclear energy and thermal energy from the Department of Engineering Physics, and the other in mechanical engineering from the Department of Precision Instruments & Mechanics. In addition, Mr. Du completed the courses of the Tsinghua University and the Chinese University of Hong Kong MBA Program in July 2006 and December 2006, respectively.

Mr. Du as an independent non-executive Director has signed an appointment letter with the Company for a term of three years, with effect from June 23, 2018. Under the appointment letter, Mr. Du is entitled to a director's fee of HK\$330,000 per annum. Mr. Du's appointment is subject to the provisions of retirement and rotation of directors under the Company's Articles of Associations and the applicable Listing Rules. As at the Latest Practicable Date, Mr. Du is not interested in any shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed above, Mr. Du has no relationships with any directors, senior management or substantial or controlling shareholders of the Company, and does not or has not in the last three years held any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Dr. LI Hui (李璉), age 52, was appointed as the Company's independent non-executive Director on 23 June 2018, and is responsible for supervising and providing independent advice and judgment to the Board. Dr. Li has over 17 years of working experience in high-tech industry in both US and China. Dr. Li currently serves as a Senior Director of Product Management at LinkedIn Corp., where he first joined in April 2012 as the Chief Representative of LinkedIn Representative Office in China. Prior to working at

APPENDIX II	DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING
--------------------	--

LinkedIn, Dr. Li served as a Product Manager at Google Shanghai office and then as a Senior Manager of New Business Development, from November 2007 to February 2012. Prior to Google, he was a Director of Research and Development at Universal Scientific Industrial (Shanghai) Co., Ltd (環旭電子股份有限公司), from November 2003 to November 2007. Prior to that, Dr. Li served as a Software Engineer at Apple Inc. in Cupertino USA from April 2001 to March 2003. Dr. Li holds six patents. Dr. Li graduated from Fudan University (復旦大學) in July 1989 with a bachelor's degree in Electronic Engineering. Dr. Li received from the University of California, Santa Barbara a master's degree and a Ph.D. in Electrical and Computer Engineering in June 1991 and December 1993, respectively.

Dr. Li as an independent non-executive Director has signed an appointment letter with the Company for a term of three years, with effect from June 23, 2018. Under the appointment letter, Dr. Li is entitled to a director's fee of HK\$330,000 per annum. Dr. Li's appointment is subject to the provisions of retirement and rotation of directors under the Company's Articles of Associations and the applicable Listing Rules. As at the Latest Practicable Date, Dr. Li is not interested in any shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed above, Dr. Li has no relationships with any directors, senior management or substantial or controlling shareholders of the Company, and does not or has not in the last three years held any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

NOTICE OF ANNUAL GENERAL MEETING



Inke Limited

映客互娱有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3700)

NOTICE IS HEREBY GIVEN THAT an Annual General Meeting of Inke Limited (the “Company”) will be held at Swan Lakeview Hotel, No.1 Yanxiu Road, Yanqi Lake, Huairou District, Beijing, China on Wednesday, 19 June 2019 at 2:00 p.m. to transact the following businesses:

1. To receive and consider the audited financial statements and the reports of the directors and auditor of the Company and its subsidiaries for the year ended 31 December 2018.
2.
 - (i) To re-elect Mr. FENG Yousheng as an executive director.
 - (ii) To re-elect Ms. LIAO Jieming as an executive director.
 - (iii) To re-elect Mr. HOU Guangling as an executive director.
 - (iv) To re-elect Mr. LIU Xiaosong as a non-executive director.
 - (v) To re-elect Mr. David CUI as an independent non-executive director.
 - (vi) To re-elect Mr. DU Yongbo as an independent non-executive director.
 - (vii) To re-elect Dr. LI Hui as an independent non-executive director.
 - (viii) To authorize the board of Directors to fix the remuneration of the Directors.
3. To re-appoint PricewaterhouseCoopers as auditor and to authorize the board of Directors to fix its remuneration.
4. **“THAT:**
 - (a) subject to the following provisions of this resolution, the exercise by the directors of the Company (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\$0.001 each in the share capital of the Company (the “Shares”), 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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 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 of the Company 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, 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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 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 of the Company 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 as at the date of passing the resolution.”

By Order of the Board
Inke Limited
FENG Yousheng
Chairman and Executive Director

Hong Kong, 26 April 2019

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. 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 Friday, 14 June 2019 to Wednesday, 19 June 2019 both dates inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company's branch share registrar 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 for registration not later than 4:30 p.m. on Thursday, 13 June 2019.
2. 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.
3. 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.
4. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorized 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 authorized, and must be deposited with the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, 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.
5. With respect to resolution numbered 2 of this notice, Mr. FENG Yousheng, Ms. LIAO Jieming, Mr. HOU Guangling, Mr. LIU Xiaosong, Mr. David CUI, Mr. DU Yongbo and Dr. LI Hui shall retire from office of directorship and shall offer themselves for re-election in accordance with the Articles of Association of the Company. Details of their information which are required to be disclosed under the Listing Rules are set out in the circular of the Company dated 26 April 2019.
6. As the date of this notice, the executive directors are Mr. FENG Yousheng, Ms. LIAO Jieming and Mr. HOU Guangling; the non-executive director is Mr. LIU Xiaosong; and the independent non-executive directors are Mr. David CUI, Mr. DU Yongbo and Dr. LI Hui.