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

If you have sold or transferred all your shares in YEAHKA LIMITED, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 9923)

**(I) PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE
AND TO REPURCHASE SHARES;
(II) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
AND
(III) NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the Annual General Meeting of YEAHKA LIMITED to be held at No. 2 Conference Room, 3/F ECO International Conference Centre, B4 Building, Kexing Science Park, 15 Keyuan Road, Nanshan District, Shenzhen, China on Friday, June 25, 2021 at 10:30 a.m. is set out on pages 25 to 29 of this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company's 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 but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 10:30 a.m. (Hong Kong time) on Wednesday, June 23, 2021) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.yeahka.com).

PRECAUTIONARY MEASURES FROM THE ANNUAL GENERAL MEETING

Please refer to the notice of the Annual General Meeting for measures being taken to prevent and control the spread of the respiratory illness caused by a novel coronavirus, COVID-19 (the "Pandemic") at the Annual General Meeting, including:

- compulsory body temperature checks and health declarations;
- wearing of facial surgical mask for each attendee; and
- no provision of corporate gift or refreshment.

Due to the Pandemic, the Company may be required to change the Annual General Meeting arrangements at short notice. Shareholders are advised to check the website of the Stock Exchange and the Company's website for future announcements and updates on the Annual General Meeting arrangements.

CONTENTS

	<i>Page</i>
Definitions	1
 Letter from the Board	
Introduction	4
Proposed Granting of General Mandates to Issue and to Repurchase Shares	5
Proposed Re-election of Retiring Directors	6
Closure of Register of Members	8
Annual General Meeting and Proxy Arrangement	8
Responsibility Statement	9
Recommendation	9
 Appendix I — Explanatory Statement on Repurchase Mandate	 10
 Appendix II — Details of the Retiring Directors Proposed to be Re-elected at the Annual General Meeting	 13
 Notice of Annual General Meeting	 25

This circular is prepared in both English and Chinese.

In the event of inconsistency, the English text of this circular will prevail.

DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at No. 2 Conference Room, 3/F ECO International Conference Centre, B4 Building, Kexing Science Park, 15 Keyuan Road, Nanshan District, Shenzhen, China on Friday, June 25, 2021 at 10:30 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the Annual General Meeting set out on pages 25 to 29 of this circular or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors
“Cayman Companies Law”	the Companies Law (as revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Company” or “our Company”	YEAHKA LIMITED (移卡有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 9923)
“Contractual Arrangements”	a series of contractual arrangements entered into on October 29, 2019 by, among others, Yeahka WFOE, the PRC Consolidated Entities and their respective shareholders, details of which are described in the section of “Contractual Arrangements” of the Prospectus
“Director(s)”	the director(s) of the Company
“General Mandate”	a general and unconditional mandate to be granted to the Directors to allot, issue and deal with Shares not exceeding 20% of the total number of the Shares in issue as at the date of passing of the relevant resolution granting such mandate, the details of which are set out in paragraph 2(a) of the Letter from the Board
“Group”	the Company and its subsidiaries
“Guangzhou Feiquan”	Guangzhou Feiquan Micro Lending Co., Ltd. (廣州飛泉小額貸款有限公司), a limited company established in the PRC on July 30, 2019, a wholly-owned subsidiary of Shenzhen Yeahka, the financial results of which have been consolidated and accounted for as a subsidiary of our Company by virtue of the Contractual Arrangements, and one of the PRC Consolidated Entities

DEFINITIONS

“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	April 13, 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Leshua Technology”	Leshua Technology Co., Ltd. (樂刷科技有限公司), a limited liability company established under the laws of the PRC on July 31, 2013, a wholly-owned subsidiary of Shenzhen Yeahka, the financial results of which have been consolidated and accounted for as a subsidiary of our Company by virtue of the Contractual Arrangements, and one of the PRC Consolidated Entities
“Listing Date”	June 1, 2020, on which the Shares were listed on the Stock Exchange and from which dealings in the Shares were permitted to commence on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Memorandum”	the memorandum of association of the Company currently in force
“PRC”	the People’s Republic of China
“PRC Consolidated Entities”	Shenzhen Yeahka, Leshua Technology, and Guangzhou Feiquan, the financial results of which have been consolidated and accounted for as subsidiaries of our Company by virtue of the Contractual Arrangements
“Prospectus”	the prospectus of the Company dated May 20, 2020 in relation to the global offering of the Company
“Register of Members”	the register of members of the Company
“Repurchase Mandate”	a general and unconditional mandate to be granted to the Directors to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the total number of Shares in issue as at the date of passing the relevant resolution granting such mandate
“RMB”	Renminbi, the lawful currency of the PRC

DEFINITIONS

“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)”	the ordinary share(s) of US\$0.000025 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Shenzhen Yeahka”	Shenzhen Yeahka Technology Co., Ltd. (深圳市移卡科技有限公司), a limited company established in the PRC on June 16, 2011, the financial results of which have been consolidated and accounted for as a subsidiary of our Company by virtue of the Contractual Arrangements, and one of the PRC Consolidated Entities
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended from time to time
“Tencent”	Tencent Holdings Limited, an exempted company with limited liability incorporated under the laws of the Cayman Islands, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 700) and/or its subsidiaries, as the case may be
“US\$”	United State dollars, the lawful currency for the time being of the United States
“Yeahka HK”	Yeahka Technology Limited, a limited company incorporated under the laws of Hong Kong on October 7, 2011 and a wholly-owned subsidiary of our Company
“Yeahka WFOE”	Yeahka Technology (Shenzhen) Co., Ltd. (宜卡科技(深圳)有限公司), a limited company established under the laws of the PRC on May 17, 2012 and an indirect wholly-owned subsidiary of our Company
“%”	per cent

In this circular, the terms “close associate”, “core connected person”, “controlling shareholder”, “subsidiary” and “substantial shareholder” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

LETTER FROM THE BOARD

Yeahka 移卡

YEAHKA LIMITED

移卡有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9923)

Executive Directors:

Mr. Liu Yingqi (*Chairman and Chief Executive Officer*)

Mr. Yao Zhijian

Mr. Luo Xiaohui

Non-executive Directors:

Mr. Mathias Nicolaus Schilling

Mr. Akio Tanaka

Independent non-executive Directors:

Mr. Tam Bing Chung Benson

Mr. Yao Wei

Mr. Yang Tao

Registered office:

Vistra (Cayman) Limited

P.O. Box 31119 Grand Pavilion

Hibiscus Way, 802 West Bay Road

Grand Cayman, KY1-1205

Cayman Islands

Headquarters:

19/F A4 Building

Kexing Science Park

15 Keyuan Road, Nanshan District

Shenzhen, China

Principal Place of Business

in Hong Kong:

40th Floor, Dah Sing Financial Centre

No. 248 Queen's Road East

Wanchai

Hong Kong

April 20, 2021

To the Shareholders

Dear Sir/Madam,

**(I) PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE
AND TO REPURCHASE SHARES;
(II) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
AND
(III) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purposes of this circular are to provide you with information in respect of the resolutions to be proposed at the AGM for (i) the proposed grant to the Directors the General Mandate and the Repurchase Mandate; and (ii) the proposed re-election of the retiring Directors, and to give you notice of the AGM at which resolutions will be proposed for the Shareholders to consider and, if thought fit, approve the aforesaid matter.

LETTER FROM THE BOARD

2. PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES

Pursuant to the written resolutions of the then Shareholders passed on April 30, 2020, the Directors were granted by the then Shareholders (i) a general unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the aggregate nominal value of Shares in issue immediately following the completion of the share subdivision and the global offering (but excluding any Shares which may be issued pursuant to the exercise of the over-allotment option and any Shares which may be issued under the restricted share unit scheme); (ii) a general unconditional mandate to repurchase Shares up to 10% of the aggregate nominal value of Shares in issue immediately following the completion of the share subdivision and the global offering (but excluding any Shares which may be issued pursuant to the exercise of the over-allotment option and any Shares which may be issued under the restricted share unit scheme); and (iii) to extend the general unconditional mandate of (i) above by the addition of an amount of Shares repurchased pursuant to the general unconditional mandate of (ii) above, provided that such extended amount shall not exceed 10% of the aggregate nominal value of the Company's share capital in issue immediately following completion of the share subdivision and the global offering (but excluding any shares which may be issued pursuant to the exercise of the over-allotment option and any shares which may be issued under the restricted share unit scheme). Such general mandates will expire at the conclusion of the forthcoming AGM.

At the AGM, separate ordinary resolutions will be proposed:

- (a) to grant the general mandate to the Directors to exercise the powers of the Company to allot, issue and deal with Shares not exceeding 20% of the total number of Shares in issue as at the date of passing the resolution. The General Mandate will remain in effect until the earliest of the conclusion of the next annual general meeting of the Company, the end of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable law or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company. Based on 447,000,124 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or repurchased prior to the date of the AGM, the Directors will be authorised to issue up to 89,400,024 Shares under the General Mandate;
- (b) to grant the Repurchase Mandate to the Directors to exercise all powers of the Company to repurchase issued Shares subject to the criteria set out in Appendix I to this circular. Under the Repurchase Mandate, the maximum number of Shares that the Company may repurchase shall not exceed 10% of the aggregate number of the Shares in issue as at the date of passing the resolution. As at the Latest Practicable Date, the number of Shares in issue is 447,000,124 Shares. Subject to the passing of the proposed ordinary resolution approving the grant of the Repurchase Mandate and assuming no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 44,700,012 Shares. The Repurchase Mandate will remain in effect until the earliest of the conclusion of the next annual general meeting of the Company, the end of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable law or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company; and

LETTER FROM THE BOARD

- (c) subject to the passing of the aforesaid ordinary resolutions granting the General Mandate and the Repurchase Mandate, to extend the number of Shares to be issued and allotted under the General Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

In accordance with the Listing Rules, an explanatory statement is set out in Appendix I to this circular to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolution granting the Repurchase Mandate at the AGM.

3. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of eight Directors, namely Mr. Liu Yingqi, Mr. Yao Zhijian and Mr. Luo Xiaohui as executive Directors, Mr. Mathias Nicolaus Schilling and Mr. Akio Tanaka as non-executive Directors, and Mr. Tam Bing Chung Benson, Mr. Yao Wei and Mr. Yang Tao as independent non-executive Directors.

Pursuant to Article 16.2 of the Articles of Association, 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, Mr. Luo Xiaohui, Mr. Akio Tanaka, Mr. Tam Bing Chung Benson, Mr. Yao Wei and Mr. Yang Tao will retire from office at the Annual General Meeting and, being eligible, offer themselves for re-election.

Pursuant to Article 16.19 of the Articles of Association, at every annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Any Director required to stand for re-election pursuant to Article 16.2 shall not be taken into account in determining the number of Directors and which Directors are to retire by rotation. Accordingly, Mr. Liu Yingqi, Mr. Yao Zhijian and Mr. Mathias Nicolaus Schilling will retire by rotation at the Annual General Meeting and, being eligible, offer themselves for re-election.

The biographical details of the above-named Directors who are subject to re-election at the Annual General Meeting are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

The re-election of each of the Directors is subject to a separate resolution as set out in the notice of the AGM in this circular.

In reviewing the structure of the Board, the Board considers the Board diversity from a number of aspects, including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge, length of service and industry and regional experience. All Board appointments will be based on meritocracy, and candidates will be considered against criteria including talents, skills and experience as may be necessary for the operation of the Board as a whole, with a view to maintaining a sound balance of the Board's composition.

LETTER FROM THE BOARD

In recommending each of Mr. Tam Bing Chung Benson, Mr. Yao Wei and Mr. Yang Tao to stand for re-election as an independent non-executive Director, the Board has considered the following backgrounds and attributes of the nominees concerned:

- (a) Mr. Tam Bing Chung Benson is a member of The Institute of Chartered Accountants in England and Wales. Mr. Tam obtained a master's degree in science from University of Oxford and a bachelor's degree in science (engineering) in civil engineering from Imperial College of Science and Technology of the University of London. He has extensive investment management experience. Mr. Tam is the chairman of a China-based family investment platform. Mr. Tam has also served as a director of a company listed on National Equities Exchange and Quotations and an independent non-executive director of a listed company in Hong Kong.
- (b) Mr. Yao Wei has extensive management experience in technology industry. Mr. Yao is the legal representative of a research and development company in Guangzhou, PRC and also the deputy general manager of a solution-provider of precision equipment and software based in South China region. Mr. Yao obtained a bachelor's degree in science (chemistry) from Nanjing University (南京大學) and a master's degree in science (organic chemistry) from Sun Yat-Sen University (中山大學).
- (c) Mr. Yang Tao is a qualified and registered lawyer and a certified public accountant in the PRC. Mr. Yang is a Ph.D. mentor of Chinese Academy of Social Sciences (中國社會科學院) ("CASS") and is currently a director of the Research Centre for Payments and Settlements under CASS, responsible for research and development of payment supervision, organization, products and technology. He is also a researcher in the Institute of Finance, CASS since August 2003, focusing on research areas such as macro-economic policies, financial markets, financial technology and payment settlement. Mr. Yang has also served as an independent non-executive director of a listed company in Hong Kong.

The Board considered that in view of their diverse and different educational backgrounds and professional knowledge and experience as mentioned above and as set out in Appendix II to this circular, they will bring valuable perspectives, knowledge, skills and experiences to the Board for its efficient and effective operation and their appointments will contribute to the diversification of skills of the Board with independent views appropriate to the requirements of the Company's business as well as for its growth and development.

Mr. Tam Bing Chung Benson, Mr. Yao Wei and Mr. Yang Tao have provided their annual confirmations of independence pursuant to Rule 3.13 of the Listing Rules. The Board had reviewed the independence of Mr. Tam Bing Chung Benson, Mr. Yao Wei and Mr. Yang Tao. The Board is of the view that Mr. Tam Bing Chung Benson, Mr. Yao Wei and Mr. Yang Tao meet the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent for re-election.

LETTER FROM THE BOARD

4. CLOSURE OF REGISTER OF MEMBERS

The Register of Members will be closed from Tuesday, June 22, 2021 to Friday, June 25, 2021 (both days inclusive), for the purpose of determining the entitlement to attend and vote at the AGM scheduled to be held on Friday, June 25, 2021. The record date will be Tuesday, June 22, 2021. In order to be eligible to attend and vote at the AGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's 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, not later than 4:30 p.m. on Monday, June 21, 2021.

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

Set out on pages 25 to 29 of this circular is a notice convening the AGM at which, inter alia, ordinary resolutions will be proposed to Shareholders to consider and approve, among other matters, (i) general mandates to issue Shares and to repurchase Shares; and (ii) the re-election of retiring Directors.

Enclosed with this circular is a proxy form for use at the AGM. Whether or not you are able to attend the meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the share registrar of the Company 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 (i.e. 10:30 a.m. on Wednesday, June 23, 2021) before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM and any adjournment thereof should you so wish. In the event that a Shareholder having lodged a proxy form attends the AGM, his proxy form will be deemed to have been revoked.

All the resolutions set out in the notice of the AGM would be decided by poll in accordance with the Listing Rules and the Articles of Association. The chairman will explain the detailed procedures for conducting a poll at the commencement of the AGM.

On a poll, every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy will have one vote for every fully paid Share held. A Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy who is entitled to more than one vote need not use all his/her/its votes or cast all his/her/its votes in the same way.

After the conclusion of the AGM, the poll results will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.yeahka.com).

LETTER FROM THE BOARD

6. RESPONSIBILITY STATEMENT

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

Your attention is drawn to the additional information set out in the appendices to this circular.

7. RECOMMENDATION

The Directors consider that (i) the granting of the General Mandate and the Repurchase Mandate to the Directors to issue and to repurchase Shares; and (ii) the re-election of the retiring Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders to vote in favor of the relevant resolutions proposed at the AGM.

Yours faithfully,
By order of the Board
YEAHKA LIMITED
Liu Yingqi
Chairman

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. SHARE CAPITAL

As at the Latest Practicable Date, there was a total of 447,000,124 Shares in issue. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased or cancelled after the Latest Practicable Date and up to the date of passing such resolution at the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 44,700,012 Shares, representing 10% of the existing issued Shares as at the date of the passing of the relevant resolution at the AGM.

2. REASONS FOR REPURCHASES

Our Directors believe that the ability to repurchase Shares is in the interests of our Company and the Shareholders. Repurchases may, depending on the market conditions, funding arrangement and other circumstances, result in an increase in the net assets and/or earnings per Share. Our Directors sought the grant of a general mandate to repurchase Shares to give our Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining. Repurchase of Shares will only be made when the Directors believe that such repurchases will benefit our Company and our Shareholders.

3. FUNDING OF REPURCHASES

Repurchases must be funded out of funds legally available for the purpose in accordance with the Memorandum and the Articles of Association and the Listing Rules and the applicable laws of the Cayman Islands.

A listed company may not repurchase its own securities 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, any repurchases by our Company may be made out of the profits of our Company or out of a fresh issue of Shares made for the purpose of the repurchase or, subject to the Cayman Companies Law, out of capital and, in the case of any premium payable on the purchase, out of the profits of our Company or from sums standing to the credit of the share premium account of our Company or, subject to the Cayman Companies Law, out of capital.

There could be a material adverse impact on the working capital and/or gearing position of our Company (as compared with the position disclosed in the latest audited consolidated financial statements contained in the annual report of the Company for the year ended December 31, 2020) in the event that the Repurchase Mandate were to be carried out in full at any time during the share repurchase period. However, the Directors do not propose to exercise the general mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of our Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for our Company.

4. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their close associates, has any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is granted by the Shareholders.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is granted by the Shareholders.

5. UNDERTAKING OF THE DIRECTORS

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

6. EFFECT OF TAKEOVERS CODE

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

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Creative Brocade International Limited was beneficially interested in 165,710,764 Shares, representing 37.07% of the total number of the issued Shares. Creative Brocade International Limited is owned as to (i) 99.9% by Brocade Creation Investment Limited, which is wholly-owned by Brocade Creation Limited, the holding vehicle used by Credit Suisse Trust Limited (the trustee of the Brocade Creation Trust); and (ii) 0.1% by Creative Brocade Ltd., which is wholly-owned by Mr. Liu Yingqi, the chairman, executive Director and chief executive officer of the Company. The Brocade Creation Trust is a discretionary trust established by Mr. Liu Yingqi (as the settlor) and the discretionary beneficiary is Mr. Liu Yingqi. Ms. Luo Haiying is the spouse of Mr. Liu Yingqi. Therefore, each of Mr. Liu Yingqi, Ms. Luo Haiying, Credit Suisse Trust Limited, Brocade Creation Limited and Brocade Creation Investment Limited is deemed under the SFO to be interested in the 165,710,764 Shares held by Creative Brocade International Limited.

In the event that the Directors exercise in full the Repurchase Mandate, the interests in the Company of each of Mr. Liu Yingqi, Ms. Luo Haiying, Creative Brocade International Limited, Credit Suisse Trust Limited, Brocade Creation Limited and Brocade Creation Investment Limited would be increased to approximately 41.19% of the total number of the issued Shares and such increase will give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. However, the Directors have no present intention to repurchase the Shares to such an extent as will trigger the obligations under the Takeovers Code to make a mandatory offer.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of issued Shares would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands, and are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Repurchase Mandate save as aforementioned.

7. SHARE PURCHASE MADE BY THE COMPANY

The Company has not purchased any of the Shares (whether on the Stock Exchange or otherwise) during the period from the Listing Date and up to the Latest Practicable Date.

8. SHARE PRICES

During each of the months from June 1, 2020 (being the date of listing of the Shares on the Stock Exchange) to the Latest Practicable Date, the highest and lowest traded prices for Shares on the Stock Exchange were as follows:

	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2020		
June	19.40	14.92
July	46.00	17.22
August	80.00	37.00
September	59.00	45.90
October	54.50	40.10
November	44.20	35.60
December	42.15	32.90
2021		
January	86.50	36.40
February	122.70	77.05
March	94.60	53.20
April (up to the Latest Practicable Date)	62.30	54.50

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

The biographical details of the Directors proposed to be re-elected at the AGM are set out below:

EXECUTIVE DIRECTORS

Mr. Liu Yingqi

Position and experience

Mr. Liu Yingqi (劉穎麒), aged 44, is the chairman of the Board, the chief executive officer of the Company and an executive Director. He was appointed as our Director on September 8, 2011 and was re-designated as executive Director on November 4, 2019. He is responsible for formulating the overall development strategies and business plans and overseeing the management and strategic development of our Group. Mr. Liu is the chairman of the nomination committee and a member of the remuneration committee of our Company. He is also a director of Yeahka HK since October 2011, a director and the general manager of Shenzhen Yeahka since September 2013 and August 2012 respectively, the general manager of Yeahka WFOE since April 2012 and a director of Leshua Technology since July 2013.

Mr. Liu has around 21 years of experience in corporate management and information technology. Prior to joining our Group, Mr. Liu has served as the general manager of Shenzhen Tenpay Technology Company Limited (深圳市財付通科技有限公司) (currently known as Tenpay Payment Technology Co., Ltd. (財付通支付科技有限公司)), an online payment platform company founded by Tencent, from August 2006 to December 2011, during which he was employed by two Tencent group companies respectively. He has been assigned the role of general manager of the online payment department in Tencent Digital (Tianjin) Co., Ltd. (騰訊數碼(天津)有限公司) from January 2008 to December 2011 and role of general manager in Tencent Technology (Shenzhen) Co., Ltd. (騰訊科技(深圳)有限公司), being responsible for supervising and managing the online payment of Tencent group companies, from May 2001 to December 2007. Mr. Liu was an engineer of Huawei Technologies Co., Ltd. (華為技術有限公司), a communication technology company, from June 2000 to April 2001.

Mr. Liu graduated from Changsha University of Science & Technology (長沙理工大學), formerly known as Changsha Communications College (長沙交通學院), with a bachelor's degree in computer application, in June 1999.

Mr. Liu was awarded Shenzhen Municipal Government local leading talents (深圳市政府地方級領軍人才) in 2009, an award which recognizes the contribution of talents from different industries.

Other than disclosed above, as at the Latest Practicable Date, Mr. Liu (i) does not hold any other positions within our Group; and (ii) does not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

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

Length of service

Mr. Liu has entered into a service agreement with the Company for an initial fixed term of three years commencing from April 30, 2020. The service agreement may be terminated in accordance with its terms.

Director's emoluments

Mr. Liu is entitled to receive an annual salary of RMB600,000 from the Company for acting as an executive Director and is entitled to an annual performance bonus of RMB1,000,000 as determined by the Board with reference to his experience, knowledge, qualification, duties and responsibilities within the Group and the prevailing market conditions.

Relationships

Mr. Liu is a director of Creative Brocade International Limited, Brocade Creation Investment Limited and Creative Brocade Ltd., each of which is a controlling shareholder of the Company as at the Latest Practicable Date. Further, as at the Latest Practicable Date, Creative Brocade International Limited is owned as to (i) 99.9% by Brocade Creation Investment Limited, which is wholly-owned by Brocade Creation Limited, the holding vehicle used by Credit Suisse Trust Limited (the trustee of the Brocade Creation Trust); and (ii) 0.1% by Creative Brocade Ltd., which is wholly-owned by Mr. Liu Yingqi. The Brocade Creation Trust is a discretionary trust established by Mr. Liu Yingqi (as the settlor) and the discretionary beneficiary is Mr. Liu Yingqi.

Other than disclosed above, as at the Latest Practicable Date, Mr. Liu has no relationships with the directors, senior management, substantial shareholders or controlling shareholders of the Company.

Interest in Shares

As at the Latest Practicable Date, Creative Brocade International Limited is owned as to (i) 99.9% by Brocade Creation Investment Limited, which is wholly-owned by Brocade Creation Limited, the holding vehicle used by Credit Suisse Trust Limited (the trustee of the Brocade Creation Trust); and (ii) 0.1% by Creative Brocade Ltd., which is wholly-owned by Mr. Liu Yingqi. The Brocade Creation Trust is a discretionary trust established by Mr. Liu Yingqi (as the settlor) and the discretionary beneficiary is Mr. Liu Yingqi. Each of Mr. Liu Yingqi, Credit Suisse Trust Limited, Brocade Creation Limited and Brocade Creation Investment Limited is deemed under the SFO to be interested in the 165,710,764 Shares held by Creative Brocade International Limited. In addition, Mr. Liu directly owns RMB198,545,266 registered capital of Shenzhen Yeahka, representing approximately 99.27% of its shareholding as at the Latest Practicable Date. Save as disclosed above, Mr. Liu is not interested or deemed to be interested in the shares of the Company, underlying shares of the Company or the shares of its associated corporations within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Other information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Save as disclosed above, as at the Latest Practicable Date, Mr. Liu confirmed that there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to rule 13.51(2)(h) to (v) of the Listing Rules.

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

Mr. Yao Zhijian

Position and experience

Mr. Yao Zhijian (姚志堅), aged 40, was appointed as our Director on January 3, 2019 and was re-designated as an executive Director on November 4, 2019. He was appointed as chief financial officer of our Company on October 24, 2011 and is responsible for overseeing the financial and accounting affairs of our Group, capital and financial management and assisting the chief executive officer in organizational structure of our Group. Mr. Yao has been the chief financial officer and senior vice president of Shenzhen Yeahka since he joined our Group in October 2011 and the general manager of the finance department of Leshua Technology since October 2013, where he was responsible for the capital and financial management. He has also been a director of Yeahka HK since December 2018.

Mr. Yao has over 16 years of experience in the financial and accounting industry. Prior to joining our Group, Mr. Yao first served as an accountant and was promoted to financial officer of Shenzhen Baode Shipping Co., Ltd. (深圳市保得海運有限公司), a shipping company, from December 2004 to October 2011 with his last position being the chief financial officer. He was the tax supervisor of Walmart Business Consulting (Shenzhen) Co., Ltd. (沃爾瑪商業諮詢(深圳)有限公司), a company engaged in global retail, from January 2004 to December 2004. From August 2002 to December 2003, he served as the financial officer of Shenzhen Zhongtianyuan Industry Co., Ltd. (深圳市中天元實業有限公司), a concrete processing company.

Mr. Yao graduated from South China University of Technology (華南理工大學), with a bachelor's degree in accounting computerization, in December 2006 through self-learning. He obtained the qualification of Intermediate Accountant (中級會計師) from the Ministry of Finance of the People's Republic of China in May 2004.

Other than disclosed above, as at the Latest Practicable Date, Mr. Yao (i) does not hold any other positions within our Group; and (ii) does not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Mr. Yao has entered into a service agreement with the Company for an initial fixed term of three years commencing from April 30, 2020. The service agreement may be terminated in accordance with its terms.

Director's emoluments

Mr. Yao is entitled to receive an annual salary of RMB600,000 from the Company for acting as an executive Director and is entitled to an annual performance bonus of RMB400,000 as determined by the Board with reference to his experience, knowledge, qualification, duties and responsibilities within the Group and the prevailing market conditions.

Relationships

As at the Latest Practicable Date, Mr. Yao has no relationships with the directors, senior management, substantial shareholders or controlling shareholders of the Company.

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

Interest in Shares

As at the Latest Practicable Date, Mr. Yao was interested in 2,594,579 Shares and 300,000 underlying Shares pursuant to the share options granted to him on January 7, 2021 under the share option scheme adopted by the Company on October 13, 2020. Save as disclosed above, Mr. Yao is not interested or deemed to be interested in the shares of the Company, underlying shares of the Company or the shares of its associated corporations within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Other information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Save as disclosed above, Mr. Yao confirmed that there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. Luo Xiaohi (羅小輝)

Position and experience

Mr. Luo Xiaohi (羅小輝), aged 38, joined the Group in October 2018 and has served as the chief architect (首席架構師) of the Company and Shenzhen Yeahka Technology Co., Ltd. (深圳市移卡科技有限公司) since December 2018. He was appointed as an executive Director on August 27, 2020 with effect from August 28, 2020. He is responsible for overseeing the Group's technical architecture, planning and management of technology innovation, and managing the architecture committee and AI laboratory. Mr. Luo has over 14 years of experience in the information technology sector. Prior to joining the Group, Mr. Luo was a vice president of the technology department of Shenzhen Kuyuan Technology Co., Ltd (深圳市葵園科技有限公司), a company engaged in software and information technology services, from October 2015 to August 2018. From July 2004 to August 2014, he served various position and was promoted to deputy director of development center of Tencent Technology (Shenzhen) Co., Ltd. (騰訊科技(深圳)有限公司), an internet-based technology and cultural enterprise headquartered in Shenzhen, China.

Mr. Luo graduated from Sichuan University (四川大學) with a bachelor's degree in electronic information engineering in July 2004.

Other than disclosed above, as at the Latest Practicable Date, Mr. Luo (i) does not hold any other positions within our Group; and (ii) does not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Mr. Luo has entered into a service agreement with the Company for an initial fixed term of three years commencing from August 28, 2020. The service agreement may be terminated in accordance with its terms.

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

Director's emoluments

Mr. Luo is entitled to receive an annual salary of RMB800,000 from the Company for acting as an executive Director and is entitled to an annual performance bonus of RMB800,000, as determined by the Board with reference to his experience, knowledge, qualification, duties and responsibilities within the Group and the prevailing market conditions.

Relationships

As at the Latest Practicable Date, Mr. Luo has no relationships with the directors, senior management, substantial shareholders or controlling shareholders of the Company.

Interest in Shares

As at the Latest Practicable Date, Mr. Luo was interested in 1,785,478 Shares and 100,000 underlying Shares pursuant to the share options granted to him on January 7, 2021 under the share option scheme adopted by the Company on October 13, 2020. Save as disclosed above, Mr. Luo is not interested or deemed be interested in the shares of the Company, underlying shares of the Company or the shares of its associated corporations within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Other information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Save as disclosed above, Mr. Luo confirmed that there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to rule 13.51(2)(h) to (v) of the Listing Rules.

NON-EXECUTIVE DIRECTORS

Mr. Mathias Nicolaus Schilling

Position and experience

Mr. Mathias Nicolaus Schilling, aged 48, was appointed as our Director on March 9, 2015 and re-designated as our non-executive Director on November 4, 2019. He is responsible for providing advice to the overall development of our Group.

Mr. Schilling has been a managing director of e.ventures Management VI, LLC, e.ventures Management, LLC., eVenture Capital Partners II LLC and BV Capital Management, LLC since September 2019, June 2014, September 2011 and June 2000 respectively. One of the funds under e.ventures Management, LLC. is a shareholder of our Group. He has over 19 years of experience in venture capital investment in the area of telecommunications, media and technology.

Mr. Schilling graduated from University of St. Gallen in Switzerland, with a diploma in economics and business administration in February 1998.

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

Other than disclosed above, as at the Latest Practicable Date, Mr. Schilling (i) does not hold any other positions within our Group and (ii) does not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Mr. Schilling has signed a letter of appointment with the Company for an initial fixed term of three years commencing from April 30, 2020. The letter of appointment may be terminated in accordance with its terms.

Director's emoluments

Under the terms of letter of appointment, Mr. Schilling is not entitled to receive any remuneration.

Relationships

As at the Latest Practicable Date, Mr. Schilling has no relationships with the directors, senior management, substantial shareholders or controlling shareholders of the Company.

Interest in Shares

As of the Latest Practicable Date, Mr. Schilling held 47.5% of the total issued share capital in e.ventures Growth GP, LLC, the general partner of e.ventures Growth, L.P. which held 6,371,972 Shares. Therefore, each of Mr. Schilling and e.ventures Growth GP, LLC is deemed under the SFO to be interested in the 6,371,972 Shares held by e.ventures Growth, L.P. Save as disclosed above, Mr. Schilling is not interested or deemed be interested in the shares of the Company, underlying shares of the Company or the shares of its associated corporations within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Other information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Save as disclosed above, Mr. Schilling confirmed that there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. Akio Tanaka

Position and experience

Mr. Akio Tanaka (田中章雄), aged 51, was appointed as non-executive Director on August 27, 2020 with effect from August 28, 2020. Mr. Tanaka previously served as a Director for a period of approximately seven years until his resignation on August 13, 2019. Mr. Tanaka is a managing partner of Infinity Ventures Partners since February 2008. He is also the director of IVP Advisory Co., Ltd., which advises several funds including IVP Fund II A, L.P. and IVP Fund II B, L.P. (collectively, the “**IVP Funds**”), and serves as directors of businesses related to the funds’ portfolio companies. As of the Latest Practicable Date, IVP Funds are investment funds with an investment portfolio of US\$265 million which

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

focuses on venture capital investments in technology companies with a primary focus in Japan and China. From December 2005 to January 2008, he served as the director of the emerging market investments at Adobe Systems Inc. From January 2002 to December 2005, he served as the chief technology officer of Macromedia Japan and also the vice president and the advisor to the chief executive officer of Macromedia Inc. Mr. Tanaka has over 26 years of experience in venture investment, international business development and information technology.

Mr. Tanaka graduated from the University of British Columbia, with a bachelor's degree and a master's degree in Geography, in May 1992 and November 1994, respectively.

Other than disclosed above, as at the Latest Practicable Date, Mr. Tanaka (i) does not hold any other positions within our Group and (ii) does not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Mr. Tanaka has signed a letter of appointment with the Company for an initial fixed term of three years commencing from August 28, 2020. The letter of appointment may be terminated in accordance with its terms.

Director's emoluments

Under the terms of letter of appointment, Mr. Tanaka is not entitled to receive any remuneration.

Relationships

As at the Latest Practicable Date, Mr. Tanaka has no relationships with the directors, senior management, substantial shareholders or controlling shareholders of the Company.

Interest in Shares

As at the Latest Practicable Date, each of IVP Fund II A, L.P. and IVP Fund II B, L.P. holds 16,085,284 Shares and 8,470,748 Shares, respectively. Mr. Akio Tanaka holds the entire issued share capital of Growth Tree Ltd which in turn holds 100% of the total issued share capital in each of IVP Fund II A (GP), Ltd. and IVP Fund II B (GP), Ltd., the respective general partners of IVP Fund II A L.P. and IVP Fund II B L.P. Therefore, each of Growth Tree Ltd and Mr. Akio Tanaka is deemed under the SFO to be interested in the 16,085,284 Shares and 8,470,748 Shares held by IVP Fund II A, L.P. and IVP Fund II B, L.P., respectively. Save as disclosed above, Mr. Tanaka is not interested or deemed be interested in the shares of the Company, underlying shares of the Company or the shares of its associated corporations within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Other information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Save as disclosed above, Mr. Tanaka confirmed that there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to rule 13.51(2)(h) to (v) of the Listing Rules.

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

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Tam Bing Chung Benson

Position and experience

Mr. Tam Bing Chung Benson (譚秉忠), aged 57, was appointed as an independent non-executive Director on December 6, 2019. He is responsible for providing independent advice and judgment to our Board. Mr. Tam is a member of the audit committee, remuneration committee and nomination committee of our Company.

Mr. Tam has been a director of Podinn Hotel Zhejiang Co., Ltd (布丁酒店浙江股份有限公司), a hotel management company listed on National Equities Exchange and Quotations (NEEQ: 839121), since September 2019. He is also an independent non-executive director of Longhui International Holdings Limited (龍輝國際控股有限公司) (stock code: 1007.HK), a China-based company principally engaged in catering business, since March 1, 2019. He has also been an independent director of Momo Inc. (ticker symbol: MOMO), the shares of which are listed on NASDAQ, since December 2014. Mr. Tam is the chairman of Venturous Group, a China-based family investment platform since May 2013. He was a partner of Fidelity Growth Partners Asia (formerly known as Fidelity Asia Ventures), a venture capital firm, from February 2002 to February 2012.

Mr. Tam obtained a master's degree in science from University of Oxford in July 1986 and a bachelor's degree in science (engineering) in civil engineering from Imperial College of Science and Technology of the University of London in August 1984.

Mr. Tam is a member of The Institute of Chartered Accountants in England and Wales since September 1989.

Other than disclosed above, as at the Latest Practicable Date, Mr. Tam (i) does not hold any other positions within our Group and (ii) does not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Mr. Tam has signed a letter of appointment with the Company for an initial fixed term of three years commencing from April 30, 2020. The letter of appointment may be terminated in accordance with its terms.

Director's emoluments

Mr. Tam is entitled to receive an annual salary of RMB225,000 from the Company for acting as an independent non-executive Director as determined by the Board with reference to his experience, knowledge, qualification, duties and responsibilities within the Group and the prevailing market conditions.

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

Relationships

As at the Latest Practicable Date, Mr. Tam has no relationships with the directors, senior management, substantial shareholders or controlling shareholders of the Company.

Interest in Shares

As at the Latest Practicable Date, Mr. Tam is not interested or deemed be interested in the shares of the Company, underlying shares of the Company or the shares of its associated corporations within the meaning of Part XV of the SFO.

Other information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Mr. Tam served as a director of Beijing Zhongsou Zaixian Software Co. Ltd. (北京中搜在綫軟件有限公司) (“**Beijing Zhongsou**”), a provider of software applications and search engine services, which was dissolved in December 10, 2013. As confirmed by Mr. Tam, the shareholders of Beijing Zhongsou resolved to cease its business operations when the enterprise was solvent due to a reorganization for the operating entity to get listed on National Equities Exchange and Quotations (NEEQ).

Mr. Tam confirmed that, to the best of his knowledge, (i) Beijing Zhongsou was solvent immediately prior to its dissolution and had no outstanding claim or liabilities; (ii) he has not received any notification in respect of penalty, action or proceeding from the PRC authorities as a result of the dissolution; and (iii) he is not aware of any actual or potential claim which has been or will be made against him as a result of the dissolution.

Save as disclosed above, Mr. Tam confirmed that there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. Yao Wei

Position and experience

Mr. Yao Wei (姚衛), aged 44, was appointed as our independent non-executive Director on December 6, 2019. He is responsible for providing independent advice and judgment to our Board. Mr. Yao is the chairman of the audit committee and remuneration committee, and a member of the nomination committee of our Company.

Mr. Yao has over 16 years of management experience in technology industry. Mr. Yao has been appointed as the legal representative of Guangzhou Aiwei Technology Development Co., Ltd. (廣州艾威科技發展有限公司), a research and development company, since March 2020. He has also been one of the partners and subsequently served as the deputy general manager of Evertech Technology Limited (廣州艾威儀器科技有限公司), a solution-provider of precision equipment and software based in South China region, since February 2013. From April 2010 to February 2013, Mr. Yao was the South China Regional Manager of GE (China) Co., Ltd. Analysis Instrument (通用電氣(中國)有限公司). He has also served as the South China Regional Manager of Varian Technology China Limited Guangzhou

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

representative office (美國瓦里安技術中國有限公司廣州代表處) from July 2006 to April 2010. Mr. Yao was the sales manager (South China region) of Southeast Chemical Instrument Ltd (東南化學儀器有限公司), an analytical instrument supplier, from September 2002 to July 2006.

Mr. Yao graduated from Nanjing University (南京大學) with a bachelor's degree in science (chemistry) in July 1999. He further obtained a master's degree in science (organic chemistry) from Sun Yat-Sen University (中山大學) in July 2002.

Other than disclosed above, as at the Latest Practicable Date, Mr. Yao (i) does not hold any other positions within our Group and (ii) does not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Mr. Yao has signed a letter of appointment with the Company for an initial fixed term of three years commencing from April 30, 2020. The letter of appointment may be terminated in accordance with its terms.

Director's emoluments

Mr. Yao is entitled to receive an annual salary of RMB225,000 from the Company for acting as an independent non-executive Director as determined by the Board with reference to his experience, knowledge, qualification, duties and responsibilities within the Group and the prevailing market conditions.

Relationships

As at the Latest Practicable Date, Mr. Yao has no relationships with the directors, senior management, substantial shareholders or controlling shareholders of the Company.

Interest in Shares

As at the Latest Practicable Date, Mr. Yao is not interested or deemed be interested in the shares of the Company, underlying shares of the Company or the shares of its associated corporations within the meaning of Part XV of the SFO.

Other information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Save as disclosed above, Mr. Yao confirmed that there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to rule 13.51(2)(h) to (v) of the Listing Rules.

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

Mr. Yang Tao

Position and experience

Mr. Yang Tao (楊濤), aged 47, was appointed as our independent non-executive Director on December 6, 2019. He is responsible for providing independent advice and judgment to our Board. Mr. Yang is a member of the audit committee of our Company.

Mr. Yang was the independent non-executive director of Ping An Securities Group (Holdings) Limited (stock code: 231.HK), a company listed in Hong Kong and principally engaged in the provision of securities dealing and financial services, from February 2018 to November 2019. He is also the independent non-executive director of Bank of Jiujiang Co., Ltd (stock code: 6190.HK), a China-based commercial bank principally engaged in providing financial services to small and micro enterprises, individual business owners and the general public, since August 2017. Mr. Yang is a Ph.D. mentor of Chinese Academy of Social Sciences (中國社會科學院) (“CASS”) since November 2014, and is also currently a director of the Research Centre for Payments and Settlements under CASS, responsible for research and development of payment supervision, organization, products and technology. He has been a researcher in the Institute of Finance, CASS since August 2003, focusing on research areas such as macro-economic policies, financial markets, financial technology and payment settlement.

Mr. Yang graduated from Nanjing University of Science and Technology (南京理工大學) with a bachelor’s degree in engineering (major in industrial foreign trade) in 1995. He further obtained a master’s degree in economics from the Research Institute for Fiscal Science (currently known as the Chinese Academy of Fiscal Sciences (中國財政科學研究院)) in July 2000 and a Ph.D. in economics from the graduate school of CASS in July 2003.

Mr. Yang has been a qualified and registered lawyer and a certified public accountant in the PRC since March 2000 and December 2002 respectively.

Other than disclosed above, as at the Latest Practicable Date, Mr. Yang (i) does not hold any other positions within our Group and (ii) does not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Mr. Yang has signed a letter of appointment with the Company for an initial fixed term of three years commencing from April 30, 2020. The letter of appointment may be terminated in accordance with its terms.

Director’s emoluments

Mr. Yang is entitled to receive an annual salary of RMB225,000 from the Company for acting as an independent non-executive Director as determined by the Board with reference to his experience, knowledge, qualification, duties and responsibilities within the Group and the prevailing market conditions.

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

Relationships

As at the Latest Practicable Date, Mr. Yang has no relationships with the directors, senior management, substantial shareholders or controlling shareholders of the Company.

Interest in Shares

As at the Latest Practicable Date, Mr. Yang is not interested or deemed be interested in the shares of the Company, underlying shares of the Company or the shares of its associated corporations within the meaning of Part XV of the SFO.

Other information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Save as disclosed above, Mr. Yang confirmed that there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to rule 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9923)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an annual general meeting (the “**Annual General Meeting**”) of YEAHKA LIMITED (the “**Company**”) will be held at No. 2 Conference Room, 3/F ECO International Conference Centre, B4 Building, Kexing Science Park, 15 Keyuan Road, Nanshan District, Shenzhen, China on Friday, June 25, 2021 at 10:30 a.m. for the purpose of considering and, if thought fit, passing with or without amendments the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

To consider and if thought fit, pass the following resolutions (with or without modification) as ordinary resolutions of the Company:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors (the “**Director(s)**”) and auditors of the Company (the “**Auditors**”) for the year ended December 31, 2020.
2. (a) To re-elect the following retiring Directors of the Company:
 - i. Mr. Liu Yingqi as an executive Director of the Company;
 - ii. Mr. Yao Zhijian as an executive Director of the Company;
 - iii. Mr. Luo Xiaohui as an executive Director of the Company;
 - iv. Mr. Mathias Nicolaus Schilling as a non-executive Director of the Company;
 - v. Mr. Akio Tanaka as a non-executive Director of the Company;
 - vi. Mr. Tam Bing Chung Benson as an independent non-executive Director of the Company;
 - vii. Mr. Yao Wei as an independent non-executive Director of the Company; and
 - viii. Mr. Yang Tao as an independent non-executive Director of the Company.
- (b) To authorise the board of the Directors to fix the remuneration of the Directors.
3. To re-appoint PricewaterhouseCoopers as the Auditors and authorise the board of the Directors to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

4. To consider and if thought fit, pass the following resolution (with or without modification) as an ordinary resolution of the Company:

“That:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined) or (ii) the grant or exercise of any option under the option scheme of the Company or any other option, scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iii) any scrip dividend 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 in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed the aggregate of 20% of the total number of shares of the Company in issue as at the date of passing this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares of the Company that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation and subdivision shall be the same, the said approval shall be limited accordingly;
- (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;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“**Rights Issue**” means an offer of shares of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares of the Company whose names appear on the register of members on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

5. To consider and if thought fit, pass the following resolution (with or without modification) as an ordinary resolution of the Company:

“That:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued shares of the Company, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to repurchase its shares at a price determined by the Directors;
- (c) the total number of shares of the Company which are authorised to be bought back by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of the shares of the Company in issue as at the date of passing this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares of the Company that may be bought back under the mandate in paragraph (a) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation and subdivision shall be the same, and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(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 any applicable law or the articles of association of the Company to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

6. To consider and if thought fit, pass the following resolution (with or without modification) as an ordinary resolution of the Company:

“**That** conditional upon the passing of resolutions nos. 4 and 5 above, the general mandate to the Directors pursuant to resolution no. 4 be and is hereby extended by the addition thereto of the total number of shares of the Company repurchased by the Company under the authority granted pursuant to the resolution no. 5, provided that such number of added shares shall not exceed 10% of the total number of the shares of the Company in issue as at the date of passing this resolution.”

By order of the Board
YEAHKA LIMITED
Liu Yingqi
Chairman

Hong Kong, April 20, 2021

Registered office:

Vistra (Cayman) Limited
P.O. Box 31119 Grand Pavilion
Hibiscus Way, 802 West Bay Road
Grand Cayman, KY1-1205
Cayman Islands

Headquarters:

19/F A4 Building Kexing Science Park
15 Keyuan Road, Nanshan District
Shenzhen, China

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman in good faith, decides to allow a resolution purely relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Company’s articles of association and 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 another person as his proxy to attend and vote instead of him. A shareholder may appoint any number of proxies to represent him and vote on his behalf at the above meeting. 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 form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.

NOTICE OF ANNUAL GENERAL MEETING

3. In order to be valid, the form of proxy 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, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for the above meeting (i.e. not later than 10:30 a.m. (Hong Kong time) on Wednesday, June 23, 2021) or the adjourned meeting (as the case may be). Completion and return of the form of proxy 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. Closure of Register of Members

For the purpose of determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, June 22, 2021 to Friday, June 25, 2021, 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 share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Monday, June 21, 2021.

In the event that the Annual General Meeting is adjourned to a date later than Friday, June 25, 2021 because of bad weather or other reasons, the book closure period and record date for determination of entitlement to attend and vote at the above meeting will remain the same as stated above.

5. Bad Weather Arrangements

If a tropical cyclone warning signal number 8 or above is hoisted or is expected to be hoisted or a black rainstorm warning signal is in force or expected to be in force in Hong Kong at any time after 8:30 a.m. on the date of the Annual General Meeting, the meeting will be automatically postponed to a later date. The Company will post an announcement on the websites of Hong Kong Exchanges and Clearing Limited and the Company to notify shareholders of the date, time and location of the rescheduled meeting.

The Annual General Meeting will be held as scheduled when an amber or a red rainstorm warning signal is in force Hong Kong. Shareholders should in any event exercise due care and caution when deciding to attend the meeting in adverse weather conditions.

6. References to time and dates in this notice are to Hong Kong time and dates.

7. In view of the ongoing spread of the coronavirus disease (COVID-19) and the recent guidelines for prevention and control of its spread, the Company will implement the following precautionary measures at the Annual General Meeting to protect the shareholders, staff and other stakeholders who attend the Annual General Meeting from the risk of infection:

- (i) compulsory body temperature checks will be conducted on every shareholder, proxy and other attendee. Any person with a body temperature of 37 degrees Celsius or higher may be denied entry into the Annual General Meeting venue or be required to leave the Annual General Meeting venue;
- (ii) the Company will require all attendees to wear surgical face masks before they are permitted to attend, and during their attendance of the Annual General Meeting at all times, and to maintain a safe distance between seats. Every attendee is to bring his/her own mask;
- (iii) no refreshment will be served at the Annual General Meeting;
- (iv) no souvenirs will be distributed at the Annual General Meeting; and
- (v) no guest will be allowed to enter the Annual General Meeting venue if he/she is wearing quarantine wristband issued by the government of Hong Kong.

As at the date of this notice, the board of Directors comprises Mr. Liu Yingqi, Mr. Yao Zhijian and Mr. Luo Xiaohui as executive Directors, Mr. Mathias Nicolaus Schilling and Mr. Akio Tanaka as non-executive Directors, and Mr. Tam Bing Chung Benson, Mr. Yao Wei and Mr. Yang Tao as independent non-executive Directors.