
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.

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Inke Limited
映客互娱有限公司

(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 AGM of Inke Limited to be held at Beijing Grand Metropark Hotel, No. 2 East Road of North 3rd Ring, Chaoyang District, Beijing, China on Tuesday, 29 June 2021 at 2:00 p.m., at which, among other things, the above proposals will be considered, is set out on pages 18 to 22 of this circular. A form of proxy for use at the AGM is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the website of the Company (www.inke.com).

Whether or not you intend to attend the AGM, 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 (i.e. before 2:00 p.m. on Sunday, 27 June 2021) 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.

27 April 2021

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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 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 shall have the following meanings:

“AGM”	the annual general meeting of the Company to be convened and held at Beijing Grand Metropark Hotel, No. 2 East Road of North 3rd Ring, Chaoyang District, Beijing, China on Tuesday, 29 June 2021 at 2:00 p.m., or any adjournment thereof and notice of which is set out on pages 18 to 22 of this circular
“Articles of Association”	the articles of association of the Company
“associates”	has the meaning as defined under the Listing Rules
“Board”	the board of Directors
“Company”	Inke Limited, an exempted company incorporated in the Cayman Islands with limited liability on 24 November 2017
“Companies Law”	the Companies Law (2020 Revision) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“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% of the total number of Shares in issue as at the date of passing of the relevant resolution granting the Issue Mandate

DEFINITIONS

“Latest Practicable Date”	21 April 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Company
“PRC”	The People’s Republic of China
“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% of the total number of Shares in issue as at the date of passing of the relevant resolution granting the Repurchase Mandate
“Securities and Futures Ordinance”	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\$”	Hong Kong dollars, 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:

Mr. FENG Yousheng (*Chairman*)
Mr. HOU Guangling

Non-executive Director:

Mr. LIU Xiaosong

Independent non-executive Directors:

Mr. David CUI
Mr. DU Yongbo
Dr. LI Hui

Registered office:

PO Box 309
Ugland House
Grand Cayman KY1-1104
Cayman Islands

Headquarter:

Zone C, Block A, Greenland Centre
Area 4, Wangjing East Garden
Chaoyang District
Beijing, 100102, PRC

Principal place of business in Hong Kong:

31/F, Tower Two, Times Square
1 Matheson Street
Causeway Bay
Hong Kong

27 April 2021

To the Shareholders

Dear Sir or Madam,

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

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

ISSUE MANDATES

The Company's existing Issue Mandate to issue Shares was approved by the then Shareholders at the annual general meeting of the Company held on 24 June 2020. Unless otherwise renewed, the existing Issue Mandate to issue Shares will lapse at the conclusion of the AGM.

In order to ensure flexibility and give discretion to the Directors, in the event that it becomes desirable for the Company to issue any new Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the Issue Mandate to issue Shares. At the AGM, an ordinary resolution numbered 4 will be proposed to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with the additional securities of the Company not exceeding 20% of the number of issued Shares as at the date of passing of the relevant resolution granting the Issue Mandate.

In addition, subject to a separate approval of ordinary resolution numbered 6, the number of Shares that may be repurchased by the Company under ordinary resolution numbered 5 will also be added to extend the limit of the Issue Mandate as mentioned in ordinary resolution numbered 4, provided that such additional value shall represent up to 10% of the number of issued Shares as at the date of passing the resolutions in relation to the Issue Mandate and Repurchase Mandate. The Directors wish to state that they have no immediate plans to issue any new Shares of the Company pursuant to the Issue Mandate.

As at the Latest Practicable Date, there were 2,006,956,000 Shares in issue. Subject to the passing of the ordinary resolution numbered 4 and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the AGM, the Company will be allowed to issue a maximum of 401,391,200 Shares.

REPURCHASE MANDATE

The Company's existing Repurchase Mandate to repurchase Shares was approved by the then Shareholders at the annual general meeting of the Company held on 24 June 2020. Unless otherwise renewed, the existing Repurchase Mandate to repurchase Shares will lapse at the conclusion of the AGM.

An ordinary resolution numbered 5 will be proposed at the AGM to approve the granting of the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10% of the number of issued Shares as at the date of passing the resolution in relation to the Repurchase Mandate.

LETTER FROM THE BOARD

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate is set out in Appendix I to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the AGM.

As at the Latest Practicable Date, there were 2,006,956,000 Shares in issue. Subject to the passing of the ordinary resolution numbered 5 and on the basis that no further Shares to be issued or repurchased after the Latest Practicable Date and up to the date of the AGM, the Company will be allowed to repurchase a maximum of 200,695,600 Shares.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with 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. Accordingly, Mr. LIU Xiaosong and Mr. David CUI 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 indicate how the Directors to be elected contribute to the diversity of the Board.

Procedure and Process for Nomination of Directors

The Nomination Committee recommends 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 Directors 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

LETTER FROM THE BOARD

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

In accordance with the terms of reference of the Nomination Committee and the nomination policy of the Company, the Nomination Committee has evaluated the performance and contribution of each of the retiring Directors during the years of services; and reviewed the independence confirmation submitted by the independent non-executive Director and assessed his independence.

In the evaluation, the Nomination Committee is of the opinion that each of the retiring Directors has contributed positively to the Board with his extensive knowledge and experience in various fields that are relevant to the Company's business. In addition, the retiring Directors' diversity of experience have enabled them to provide valuable and diverse views, as well as relevant insights to the Board and to contribute to the diversity of the Board.

In addition, all independent non-executive Directors met the independence guidelines set out in Rule 3.13 of the Listing Rules. The Nomination Committee is not aware of any relationships or circumstances that might influence any independent non-executive Directors in exercising independent judgement, and is satisfied that each independent non-executive Director has the required independence to fulfill the role of an independent non-executive Director.

The Board, having considered the recommendation of the Nomination Committee, has proposed the re-election of Mr. LIU Xiaosong and Mr. David CUI. Such proposals will be put forward at the AGM for Shareholders' consideration and approval by way of ordinary resolutions. The Board also believes that the Directors who are seeking re-election at the AGM have the qualifications and related expertise that will continue to generate significant contribution to the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

Set out on pages 18 to 22 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. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.inke.com). 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, 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 (i.e. before 2:00 p.m. on Sunday, 27 June 2021) 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.

VOTING BY POLL

There is no Shareholder who has any material interest in any of the resolutions to be proposed at the AGM, and therefore none of the Shareholders is required to abstain from voting on such resolutions.

Pursuant to Rule 13.39(4) of the Listing Rules and Article 13.5 of the Articles of Association, a resolution put to the vote of a meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative shall have one vote for every fully paid Share of which he is the holder. A Shareholder entitled to more than one vote on a poll need not use all his votes or cast all the votes he uses in the same way.

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 be proposed at the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of such resolutions at the AGM.

LETTER FROM THE BOARD

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

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

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 2,006,956,000 Shares. Subject to the passing of the resolution for repurchase of Shares and on the basis of no further Shares will be issued or repurchased up to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 200,695,600 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 of Association 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 the Articles of Association 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 of Association and subject to the provisions of the Companies Law, out of capital.

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

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 2020 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 been traded on the Stock Exchange during the 12 months preceding the Latest Practicable Date were as follows:

Month	Highest prices	Lowest prices
	<i>HK\$</i>	<i>HK\$</i>
2020		
April	1.11	0.97
May	1.14	0.97
June	1.25	0.96
July	1.60	1.02
August	1.50	1.18
September	1.28	1.09
October	1.29	1.14
November	1.31	1.03
December	1.10	0.98
2021		
January	2.13	1.01
February	3.08	1.82
March	2.64	2.09
April (up to the Latest Practicable Date)	2.52	2.21

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

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.

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

As at the Latest Practicable Date, the following persons were interested in 5% or more of the issued share capital of the Company. In the event that the Repurchase Mandate is exercised in full, the interest of such persons will be increased to approximately the percentage set out in the last column as follows:

Name of substantial Shareholders	No. of shares held/interested	Natures of interests/ holding capacity	Approximate percentage of shareholding	
			As at the Latest Practicable Date	If the Repurchase Mandate is exercised in full ⁽¹⁾
Mr. Feng Yousheng	358,798,000 ⁽²⁾	Interest in controlled corporation	17.88%	19.86%
Mr. Liu Xiaosong	250,000,000 ⁽³⁾	Interest in controlled corporation	12.46%	13.84%
Mr. Hou Guangling	167,155,000 ⁽⁴⁾	Interest in controlled corporation	8.33%	9.25%
Fantastic Live Holdings Limited	358,798,000 ⁽²⁾	Beneficial owner	17.88%	19.86%
Duomi Online	250,000,000 ⁽³⁾	Interest in controlled corporation	12.46%	13.84%
Hunan FeiYang Network Information Services Co., Ltd.	250,000,000 ⁽³⁾	Interest in controlled corporation	12.46%	13.84%
FeiYang Hong Kong Limited	250,000,000 ⁽³⁾	Beneficial owner	12.46%	13.84%
Mr. Chen Yingyi	167,155,000 ⁽⁵⁾	Interest of spouse	8.33%	9.25%
Ms. Wang Meilin	167,155,000 ⁽⁶⁾	Interest of spouse	8.33%	9.25%
Luckystar Live Holdings limited	167,155,000 ⁽⁷⁾	Beneficial owner; Interest in controlled corporation	8.33%	9.25%
Horizon Live Holdings Limited	167,155,000 ⁽⁴⁾	Beneficial owner; Interest in controlled corporation	8.33%	9.25%
Ms. Liao Jieming	167,155,000 ⁽⁷⁾	Interest in controlled corporation	8.33%	9.25%

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

Notes:

- (1) assuming no repurchase of any of the Shares held by stated Shareholders.
- (2) Mr. Feng holds the entire share capital of Fantastic Live Holdings Limited through a trust arrangement, Fantastic Live Holdings Limited directly holds 358,798,000 Shares of the Company, therefore, Mr. Feng in turn holds 358,798,000 Shares indirectly.
- (3) Mr. Liu holds 54.85% of the total share capital in Shenzhen Kuai Tong Lian Technology Co., Ltd, which holds 22.08% of the total share capital in Beijing Duomi Online Technology Co., Ltd (“**Duomi Online**”). In addition, Mr. Liu directly holds another 22.8% of the total share capital in Duomi Online. Moreover, Duomi Online, through Hunan Feiyang Network Information Services Co., Ltd., holds the entire share capital of Feiyang HongKong Limited, which in turn directly holds 250,000,000 Shares of the Company.
- (4) 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 of the Company.
- (5) Mr. Chen Yingyi is the Spouse of Ms. Liao.
- (6) Ms. Wang Meilin is the Spouse of Mr. Hou.
- (7) 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 share capital in Generous Live LIMITED, which in turn directly holds 86,746,000 Shares of the Company.

The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases made under the Repurchase Mandate.

The Directors have no present intention to exercise the Repurchase Mandate to an extent 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.

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

10. SHARE PURCHASE MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company repurchased its own Shares as follows:

Date of buy-back	Number of Shares bought back	Price per Share		Aggregate consideration paid HK\$
		Highest	Lowest	
		HK\$	HK\$	
22 October 2020	402,000	1.20	1.17	475,240
28 October 2020	426,000	1.19	1.17	504,870
29 October 2020	244,000	1.18	1.16	284,760
30 October 2020	355,000	1.19	1.16	418,260
2 November 2020	225,000	1.16	1.15	259,050
9 December 2020	77,000	1.01	1.01	77,770
10 December 2020	185,000	1.02	1.00	187,150
11 December 2020	81,000	1.05	1.04	84,850
15 December 2020	195,000	1.02	1.00	196,620
16 December 2020	70,000	1.04	1.04	72,800
24 December 2020	170,000	1.03	1.02	173,570
29 December 2020	670,000	1.02	0.99	671,650
30 December 2020	360,000	1.03	1.01	365,570
5 January 2021	130,000	1.04	1.03	134,200
6 January 2021	125,000	1.05	1.05	131,250
7 January 2021	180,000	1.05	1.04	187,490
8 January 2021	357,000	1.05	1.03	370,780

The following are the particulars of the Directors (as required by the Listing Rules) proposed to be re-elected at the AGM:

As at the Latest Practicable Date, each of the following Directors, save as disclosed herein, did not have any interest in Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed herein, as at the Latest Practicable Date, the following Directors did not hold any position with the Company or any other member of the Group, nor have any directorships in other listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. In addition, save as disclosed herein, the following Directors have no relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules).

Save as disclosed in this circular, as at the Latest Practicable Date, there is no other matter in relation to the following Directors that needs to be brought to the attention of the Shareholders and there is no other information relating to the following Directors which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

Non-executive Director

Mr. LIU Xiaosong (劉曉松), aged 56, joined the Board as a non-executive Director on 9 March 2018, responsible for providing strategic advice and guidance on the business development of our Group. Mr. Liu has over 27 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, the shares of which are listed on the Main Board of the Stock Exchange under stock code 800) since October 2007. He is the chairman of Duomi Online, our 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 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 23 June 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 Articles of Association and the applicable Listing Rules.

As at the Latest Practicable Date, Mr. Liu holds 54.85% of the total share capital in Shenzhen Kuai Tong Lian Technology Co., Ltd, which holds 22.08% of the total share capital in Duomi Online. In addition, Mr. Liu directly holds another 22.8% of the total share capital in Duomi Online. Moreover, Duomi Online, through Hunan FeiYang Network Information Services Co., Ltd., holds the entire share capital of FeiYang Hong Kong Limited, which in turn directly holds 250,000,000 Shares of the Company.

Independent Non-executive Director

Mr. David CUI (崔大偉), age 52, was appointed as our independent non-executive Director on 23 June 2018, responsible for supervising and providing independent advice and judgment to our Board. Mr. Cui has extensive experience in public accounting and financial management. Mr. Cui currently serves as the chief financial officer of Vipshop Holdings Limited, a company listed on the New York Stock Exchange (NYSE: VIPS) since October 2020. From August 2017 to September 2020, Mr. Cui was the chief financial officer of Huami Corporation, a company listed on the New York Stock Exchange (NYSE: HMI). From August 2015 to April 2017, Mr. Cui was the chief financial officer of China Digital Video Holdings Limited, a company listed on GEM of the 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 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 23 June 2018. Under the appointment letter, Mr. Cui is entitled to a director's fee of HK\$330,000 per annum and discretionary bonus as determined by the Board. Mr. Cui's appointment is subject to the provisions of retirement and rotation of directors under the Articles of Association and the applicable Listing Rules.

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 OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Inke Limited (the “**Company**”) will be held at Beijing Grand Metropark Hotel, No. 2 East Road of North 3rd Ring, Chaoyang District, Beijing, China on Tuesday, 29 June 2021 at 2:00 p.m. to transact the following businesses:

1. To receive and consider the audited consolidated financial statements of the Company and the reports of the directors and auditor for the year ended 31 December 2020.
2. (i) To re-elect Mr. LIU Xiaosong as a non-executive director of the Company (the “**Director**”).

(ii) To re-elect Mr. David CUI as an independent non-executive Director.

(iii) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint PricewaterhouseCoopers as auditor of the Company and authorize the Board to fix its remuneration.
4. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

“**THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of US\$0.001 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

NOTICE OF ANNUAL GENERAL MEETING

might require the exercise of such powers, 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) (the “**Listing Rules**”), be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this resolution shall authorize the Directors during the Relevant Period (as hereinafter defined) 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 power after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options 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 in the capital of the Company, or an offer or issue of warrants, options or other securities giving rights to subscribe for shares, open for a period fixed by the directors of the Company to holders of shares in the capital of the Company whose names appear on the register of

NOTICE OF ANNUAL GENERAL MEETING

members on a fixed record date in proportion to their holdings of shares (subject to such exclusion 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, 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. “**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 Listing Rules or those of any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the total number of Shares in issue 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 earlier 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.

NOTICE OF ANNUAL GENERAL MEETING

6. “**THAT** conditional upon the 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, 27 April 2021

Registered office:

Headquarter in the PRC:

*Principal place of business
in Hong Kong:*

PO Box 309
Ugland House
Grand Cayman
KY-1104
Cayman Islands

Zone C, Block A
Greenland Centre
Area 4, Wangjing East Garden
Chaoyang District
Beijing, 100102, PRC

31/F, Tower Two, Times Square
1 Matheson Street
Causeway Bay
Hong Kong

Notes:

1. All resolutions at the AGM will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
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.

NOTICE OF ANNUAL GENERAL MEETING

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 not less than 48 hours before the time appointed for the holding of the AGM (i.e. before 2:00 p.m. on Sunday, 27 June 2021) or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the AGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. For the purpose of determining the identity of the shareholders entitled to attend and vote at the AGM to be held on Tuesday, 29 June 2021, the register of members of the Company will be closed from Thursday, 24 June 2021 to Tuesday, 29 June 2021 (both days inclusive), during which period no transfer of shares will be registered. All transfers accompanied by the relevant certificates must be lodged with the Hong Kong branch share registrar of the Company, 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 Wednesday, 23 June 2021.
6. With respect to resolution numbered 2 of this notice, Mr. LIU Xiaosong and Mr. David CUI 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 27 April 2021.
7. As the date of this notice, the executive Directors are Mr. FENG Yousheng 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.