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

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting (the “**Annual General Meeting**”) of Wanka Online Inc. (the “**Company**”) will be held at 4/F, Building No. B22, Universal Business Park, No. 10 Jiuxianqiao Road, Chaoyang, Beijing, People’s Republic of China on Thursday, 2 June 2022 at 9:30 a.m. for the following purposes:

Ordinary Resolutions

1. To receive the audited consolidated financial statements of the Company, the reports of the directors (the “**Directors**”) and the reports of independent auditor for the year ended 31 December 2021.
2.
 - (a) To re-elect Mr. GAO Dinan as executive Director;
 - (b) To re-elect Mr. NIE Xin as executive Director;
 - (c) To re-elect Mr. CHEN Baoguo as independent non-executive Director;
 - (d) To re-elect Mr. JIN Yongsheng as independent non-executive Director; and
 - (e) To authorise the board (the “**Board**”) of Directors to fix the remuneration of the Directors.
3. To re-appoint BDO Limited as auditors of the Company and to authorise the Board to fix the auditors’ remuneration.
4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of

* *for identification purpose only*

the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose in accordance with all applicable laws, rules and regulations;

- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company of US\$0.0000002 par value as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (c) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

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

“**THAT:**

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares of US\$0.0000002 each in the capital of the Company or securities convertible into shares and to make or grant offers, agreements or options (including but not limited to warrants, bonds and debentures convertible into shares but excluding warrants, options or similar rights to subscribe for (i) new shares of the Company or (ii) any securities convertible into new shares of the Company for cash consideration) which would or might require the exercise of such powers;

- (b) the mandate in paragraph (a) above shall authorise the directors of the Company to make or grant offers, agreements or options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of any subscription rights or conversion rights attaching to any warrants (including but not limited to warrants, bonds and debentures convertible into shares) which may be allotted and issued by the Company from time to time;
 - (iii) the exercise of options under a share option scheme of the Company or the issue of shares which may be awarded under a share award scheme of the Company;
 - (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company; and
 - (v) a specific authority granted by the shareholders of the Company in general meeting,

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

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

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

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

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

Special Resolution

7. To consider and, if thought fit, pass with or without modification the following resolution as a special resolution:

“**THAT** the amendments to the memorandum and articles of association of the Company (the “**Memorandum and Articles of Association**”) set out in Appendix III to the circular of the Company dated 26 April 2022 of which this notice forms part be and are hereby approved and the amended and restated Memorandum and Articles of Association (a copy of which having been produced before the meeting and signed by the chairman of the meeting for the purpose of identification) be and are hereby adopted as the new memorandum and articles of association of the Company in substitution for and to the exclusion of the existing Memorandum and Articles of Association, and any director, registered office provider or company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect and implement the adoption of the amended and restated Memorandum and Articles of Association, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong.”

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

Hong Kong, 26 April 2022

* for identification purpose only

Notes:

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

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

Where there are joint holders of any share, any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

3. In order to be valid, the proxy form together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 9:30 a.m. on Tuesday, 31 May 2022) or the adjourned meeting (as the case may be). Delivery of the proxy form shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the above meeting, the Register of Members of the Company will be closed from Monday, 30 May 2022 to Thursday, 2 June 2022, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 27 May 2022.
5. To safeguard the health and safety of the attendees who will attend the Annual General Meeting and to prevent the spreading of the coronavirus (COVID-19) pandemic, the Company will implement precautionary measures at the Annual General Meeting, including, among others:
 - compulsory body temperature checks and health declarations;
 - compulsory wearing of surgical face masks during the attendance at the Annual General Meeting; and
 - no provision of refreshments and corporate gifts.

The Company reserves the right to deny entry into or require any person to leave the Annual General Meeting venue if such person: (i) refuses to comply with any of the above precautionary measures; (ii) is having a body temperature of over 37.4 degree Celsius; and/or (iii) has any flu-like symptoms. For the health and safety of shareholders of the Company, the Company would like to encourage shareholders of the Company to appoint the chairman of the Annual General Meeting as their proxy to vote on the proposed resolutions at the Annual General Meeting, instead of attending the Annual General Meeting in person.

As at the date of this notice, the Board of Directors of the Company comprises Mr. GAO Dinan, Ms. ZHOU Yan and Mr. NIE Xin as executive Directors; Mr. ZHENG Wei and Mr. SONG Chunyu as non-executive Directors; and Mr. CHEN Baoguo, Mr. JIN Yongsheng and Ms. ZHAO Xuemei as independent non-executive Directors.